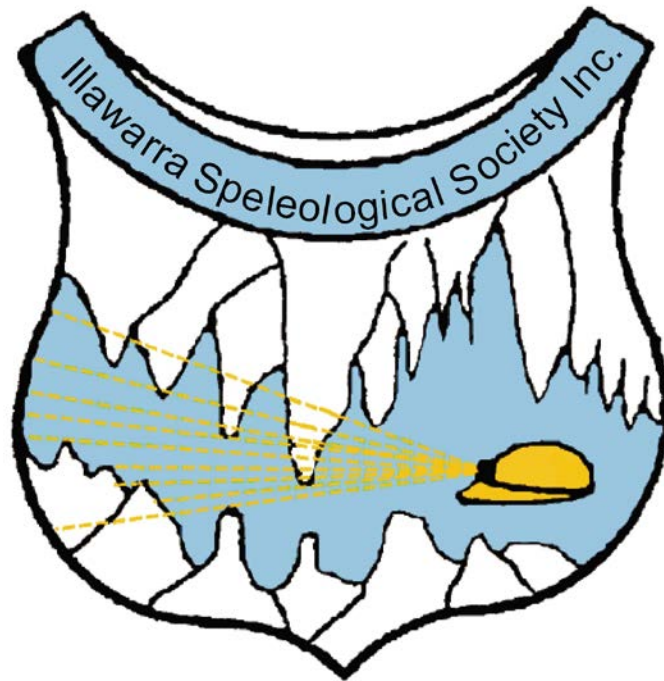


# CONSTITUTION

## ILLAWARRA SPELEOLOGICAL SOCIETY INC.



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# ILLAWARRA SPELEOLOGICAL SOCIETY INC.CONSTITUTION

## INTERPRETATION

1 Unless the context otherwise requires whenever used herein:

- (a) "The Society" means Illawarra Speleological Society Inc.
- (b) "Club financial year" means the period from 1st April in any one year to 31st March in the next year.
- (c) "Officer" means a Member of the Committee of Management of the Club.
- (d) "Committee" means Committee of Management.
- (e) "Financial Member" means a Member who has duly paid the fees and subscriptions levied from time to time by the Club, an Honorary Member and Honorary Life Member.
- (f) "Full Member" means a Member aged eighteen (18) or more years, not being an Honorary Member or an Honorary Life Member.
- (g) "Junior Member" means a member whose age is less than eighteen (18) years.
- (h) "Honorary Member" means a person on whom life membership has been conferred in accordance with this Constitution.
- (i) "Life Member" means a person on whom honorary membership has been conferred in accordance with this Constitution'
- (j) "Member" includes all members of the Club.
- (k) "Provisional Member" means a person whose Application for Membership is awaiting consideration by the Committee.
- (l) "Equipment" means Caving Equipment, Library and Office Equipment and supplies, urns, stoves and cupboards, but does not include furniture.
- (m) The singular includes the plural and vice versa.
- (n) "Property" means all real and personal property including land, buildings, machines, equipment, furniture and monies.

## NAME AND NATURE OF THE SOCIETY

2.

- (a) The name of the Society shall be "Illawarra Speleological Society Inc."
- (b) The Society shall be non-political and non-sectarian and shall be a non-proprietary society and the income (if any) of the Society shall be applied to the promotion of the objects of the Society. No payment of dividends and no distribution of income shall be made by way of profit to or amongst the members of the Society except as provided herein for honoraria, but does not prevent the payment of interest at a rate of not exceeding five per cent (5%) per annum on money advanced by any member of the Society.
- (c) The Society may purchase material, equipment or work from any source the Committee finds is in the best interests of the Society.

## OBJECTS OF THE SOCIETY

3.

- (a) To promote, foster and encourage amongst Members and other interested persons and organisations the study and practice of the Science of Speleology and of such other activities as the Committee from time to time approves.
- (b) Without in any way limiting the generality of the foregoing, the objects shall include:-
  - i. the organisation and conduct of teaching courses, 'field trips and excursions;
  - ii. the organisation, conduct, supervision and participation in respect of the said activities as the Committee from time to time approves;
  - iii. the organisation and conduct of social functions to promote a spirit of fellowship and mutual aid amongst members.
  - iv. the adherence to the Australian Speleological Federation Inc's guidelines on safety, code of ethics and conservation.

## MEMBERSHIP OF THE SOCIETY

4.

- (a) Membership of the Society shall consist of:
  - i Full Members
  - ii Junior Members
  - iii Honorary Members
  - iv Life Members
- (b) The maximum permissible number of Full Members at any time shall be such number as shall be determined from time to time by the members by resolution at a General Meeting after a recommendation by the Committee.

## QUALIFICATIONS FOR MEMBERSHIP

5.

- (a) Subject to these rules the Members of the Society shall be comprised of the Members of the Society immediately prior to incorporation together with such other persons as the Committee admits to membership.
- (b) A person may not become a Full Member or a Junior member unless and until that person has:-
  - i applied to the Secretary in writing on the application form provided for the purpose by the Society;
  - ii paid to the Secretary the applicable entrance fee and subscription;
  - iii agreed in writing to abide by the Constitution and By-Laws of the Society and to absolve the Society from any liability whatsoever arising from or out of membership in the Society;
  - iv been approved as a member by the Committee.

## APPLICATION FOR MEMBERSHIP AND ENTRANCE FEE

6

- (a) A copy of the Constitution and By-Laws of the Society and a form of application requiring such information from the applicant as may from time to time be determined by the Committee shall be provided by the Club to each applicant.
- (b) The amounts of the entrance fee and subscription required to accompany each Application for Membership shall be the amounts determined from time to time by the members by resolution at a General Meeting after a recommendation by the Committee.
- (c) Every Application for Membership must be resolved by the Committee within three (3) calendar months after receipt of the application by the Secretary. The Committee at its absolute discretion may accept or decline any application without giving reasons therefore. In an event of an application being declined, the entrance fee and subscription which accompanied the application must be refunded to the unsuccessful applicant.
- (d) Each person applying for membership may be made a Provisional Member by any Officer of the Society, in writing, allowing all privilege of membership in the Society except voting rights until the application has been accepted or declined by the Committee.

## HONORARY MEMBERSHIP

7

- (a) The Members may, by resolution at a General Meeting, confer Honorary Membership on a non-member provided that that person has been recommended by the Committee and has agreed in writing to abide by the Constitution and By-Laws of the Society and to absolve the Society from any liability whatsoever arising from or out of membership in the Society.
- (b) Honorary members shall enjoy all the privileges of membership with the exceptions of voting and holding office and shall not be required to pay any entrance fee, or subscription in respect of membership or course fee at any time during the period of honorary membership.

## LIFE MEMBERSHIP

8

- (a) Subject to the conditions hereinafter specified, Members may by a majority of two thirds of the member present in a secret ballot at the General Meeting confer Life Membership on any Member.

Nominations for Life Membership must be made in writing and be signed by the nominator and the seconder, and be in the hands of the Secretary not later than thirty (30) days before the date set for the next General Meeting to enable those nominations to be included in the agenda for the said meeting.

- (b) Life members shall enjoy all the privileges of membership and shall not be required to pay any membership subscriptions or course fees.

## MEMBERS' LIABILITY

- 9 The Members of the Society shall have no liability to contribute towards the payments of debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society except to the amount of any unpaid membership fees.

## SUBSCRIPTIONS

10

- (a) Subject to the provisions regarding Honorary Members and Life Members respectively, and excepting a person admitted to membership on or after 1st April in any Society financial year, every Member shall pay an annual subscription of such amount as shall from time to time be determined by the Members by resolution at a General Meeting after a recommendation of the Committee.
- (b) A person admitted to membership on or after 1st November in any Society financial year shall pay a subscription for that year equal to one-half (1) of the current annual subscription payable by members.
- (c) Subscriptions shall be due and payable in advance on 1st April in each year. A Member whose subscription is in arrears without good reason at the time the Annual General Meeting is held shall be deemed unfinancial and the membership of that Member shall cease.
- (d) A Member whose membership ceases shall within fourteen (14) days after that cessation deliver to the Secretary or to other such Officer as the Committee may nominate, all books, papers, documents, equipment and property of the Society which may be in that Member's possession or, under that Member's control in the possession of any other person.
- (e) At the discretion of the Committee, individual subscriptions may be waived for a period not exceeding 12 months.
- (f) It is the responsibility of each Member to ensure that he/she is at all times a financial Member.

## VISITORS

- 11 Visitors may attend General Meetings but may not attend functions of the Society without written authority by at least two Committee Members. This authority can be withdrawn at the Committee's discretion.

## OFFICERS OF THE SOCIETY

12

- (a) The members shall elect by secret ballot at each Annual General Meeting eligible nominated members to fill each of the following honorary offices:-

President Vice-President Secretary Treasurer Committee Member 1 Committee Member 2.

In the event of a tied ballot, the position shall be determined by lot.

The Members shall appoint at each Annual General Meeting a Returning Officer to conduct the said elections and any member present who will not be a nominee in the elections shall be eligible to be so appointed.

- (b) Subject to this Constitution, the Officers of the Society so elected shall hold office for a period of twelve (12) months and shall be eligible for re-election to an office every year.
- (c) In the event of a vacancy occurring prior to 1st April in any year, notice of the vacancy and the proposed date of election to fill that vacancy shall be given at the current or next General Meeting and by special notice to Members. The said election is to be held as soon as practicable.

## ELIGIBILITY AND NOMINATION FOR OFFICE

13

- (a) An unfinancial Member shall not be eligible for election to an office in the Society.
- (b) Nomination for office in the Society may be made in writing, signed by the Proposer, the Nominee and a Seconder and be posted to the members before the Annual General Meeting.
- (c) The Returning Officer at the Annual General Meeting shall call for nominations for each office from the Members at that meeting and any nominations then made and seconded shall be added to the nominations (if any) made in writing for election purposes.
- (d) A Member who is eligible for election may nominate or accept nomination for as many offices as he/she wishes, but upon being elected to an office that Member shall be automatically excluded from election to any other office.

## THE COMMITTEE

14

- (a) The Committee shall be composed of the Officers elected at the Annual General Meeting.
- (b) It shall be responsible for the management of all property of the Society and for the control and general management of the affairs and activities of the Society provided that where any particular property, affair or activity of the Society is the subject of a resolution passed at a General Meeting the Committee must comply with the terms of that resolution.
- (c) Without further limiting the generality of the foregoing, the Committee's functions include:-
- i) Settling from time to time the information to be required from each applicant for membership in the Society's application form and arranging printing of that form.

- ii) Approving or declining any Application for Membership.
- iii) Recommending from time to time to the Members at a General meeting the amount of annual subscription to be paid by Members and the fee(s) for any training course(s).
- iv) Making By-Laws compliant with this Constitution and changing or repealing the same from time to time as is deemed necessary.
- v) Approving from time to time the activities which may be promoted fostered and encouraged by the Society in accordance with the Society's objects.

## PUBLIC OFFICER

15

- (a) The Committee shall ensure that a person is appointed as Public Officer.
- (b) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is eighteen (18) years of age or older and a resident of New South Wales.
- (c) The Public Officer shall be deemed to have vacated the position in the following circumstances:-
  - i) death
  - ii) resignation
  - iii) removal by the Committee at a General Meeting
  - iv) bankruptcy or financial insolvency
  - v) Residency outside New South Wales.
- (d) When a vacancy occurs in the position of Public Officer the Committee shall within fourteen (14) days notify the Corporate Affairs Commission by the prescribed form and appoint a new Public Officer.
- (e) The Public Officer is required to notify the Corporate Affairs Commission by the prescribed form in the following circumstances:-
  - i) appointment [within fourteen (14) days]
  - ii) a change of residential address [within fourteen (14) days]
  - iii) a change in the Society's objects or rules [within one (1) month]
  - iv) a change in the membership of the Committee [within fourteen (14) days]
  - v) a statement of the Society's financial affairs [within one (1) month after the Annual General Meeting]
  - vi) a change in the Society's name [within one (1) month]
- (f) The Public Officer may be an Officer Bearer, Committee Member, or any other person regarded as suitable, for the position by the Committee.



## DUTIES OF THE COMMITTEE

16

- (a) The Committee shall, in connection with performing its functions:-
- i Maintain an accurate register of Members of the Society showing the name, address, date of commencement of membership payment of subscriptions and the date of cessation of membership of each Member. This register shall be available for inspection by each member at any General Meeting.
  - ii Keep minutes of the proceedings at all its meetings and have available a copy of those minutes at each General Meeting.
  - iii Maintain an accurate record of the finance and property of the Society and present an up-to-date statement of those finances at each General Meeting.
  - iv Prepare and publish to members within two (2) months after taking office a detailed and estimated statement of income and expenditure of the Society for the then current financial year.
  - v Publish in "the minutes" full details of all changes in the By-Laws and of all determinations made by it -pursuant to this Constitution.
  - vi Arrange and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as advisable by the Committee.
- (b) The Committee shall refer to a General Meeting for a decision on any matter which the Committee considers should be declared by the Members of the Society.
- (c) The Committee may appoint any Member or Members of the Society to act individually or as a sub-committee for any specific or auxiliary purpose consistent with the Society's objects and may terminate that appointment at any time. A Member or members so appointed shall be expected to perform such duties and render such report(s) in respect thereof as may be specified by the Committee. Any Member so appointed may form a sub-committee to carry out the duties specified by the Committee.
- (d) All Members of the Committee and any Society Member carrying out any duties assigned to them in accordance with the provisions of this Constitution and any regulation or by-Laws thereunder, will be indemnified by the Society and kept indemnified by the Society, against any claims, actions or cost which may be made<sup>2</sup> undertaken or incurred by them as a direct result of their performance of such duties.
- (e) The Committee may, in furtherance of the Society's objects disseminate to Members at any meeting or in "the minutes" such information as the Committee considers will be of interest to Members and consistent with the objects of the Society.
- (f) The Common Seal of the Society shall be kept in the custody of the Public Officer and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signature of two members of the Committee or the Public Officer and one member of the Committee.

## DUTIES OF OFFICERS

17

- (a) The Secretary shall keep records of the business of the Society including the rules, minutes of all meetings and a file of correspondence. These records shall be available for inspection by any Member at each General Meeting and shall be held in the custody of the Secretary.
- (b) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Society. These records shall be available for inspection by any Member at each General Meeting and shall be held in the custody of the Treasurer.
- (c) Other duties of Officers shall be defined in the By-Laws.
- (d) In addition to the specific requirements of the By-Laws, Officers shall respectively perform such duties as the Committee may decide. Officers shall at the discretion of the President render an annual report to the President not later than four (4) weeks prior to the Annual General Meeting for inclusion in the Committee's annual report.
- (e) If any Officer is absent from three (3) consecutive meetings of the Committee without leave of absence, the office occupied by that Officer shall automatically become vacant and that Officer shall not be eligible for a re-election to that office for the duration of the then current Society financial year.

## QUORUM AND VOTING

18

- (a) At any Annual General or Special General meetings fifteen (15) Members shall constitute a quorum and shall consist of Full Members and life members or one-third 1/3 of financial members whichever is the less. Failing a quorum being formed within fifteen (15) minutes after the notified time of the meeting, such meeting shall be postponed to a time, place, and date to be fixed by the Committee. Such meeting shall be held within six (6) weeks of the original date.
- (b) The only Members entitled to vote shall be those who are Full Members and Life Members.
- (c) Written and signed Proxy votes shall be allowed at any meeting.
- (d) The Chairperson shall have a deliberative vote and in the event of a tie, may cast a deciding vote.

## COMMITTEE MEETINGS

19

- (a) The Committee shall meet at least 3 times in each period of 12 months at such time and place as the Committee deems fit. Half of the total Committee Members shall constitute a quorum. Failing a quorum being formed within fifteen (15) minutes after the notified time of the meeting, another meeting must be called and held within one (1) week.
- (b) The Chairperson shall have a deliberative vote and, in the event of a tie, may cast a deciding vote.

## GENERAL MEETINGS

- 20 A General Meeting of Members shall be held in each calendar month except January on such days as shall be determined from time to time by the Members in resolution. At least fourteen (14) days notice of all Meetings shall be given to Members. In the case of General Meetings where special resolution is to be proposed, notice of the meeting shall be given to Members at least twenty-one (21) days before the Meeting. Notice of meetings shall be published in the Society's minutes.

## ANNUAL GENERAL MEETINGS

- 21 The General Meeting of the month of April shall be followed immediately by the Annual General Meeting of the Society. Every Member shall be furnished, at least fourteen (14) days prior to the said Annual General Meeting with:-
- i A notice of meeting.
  - ii A copy of the Agenda, including any specific notice(s) of motion(s).
  - iii A copy of the annual report prepared by the Committee and including Officer's reports.
  - iv A copy of the financial statement and balance sheet of the Society for the preceding Society financial year.

## SPECIAL GENERAL MEETINGS

- 22 A Special General Meeting of Members shall be called by the Secretary:-
- i When required by the President.
  - ii When required by requisition signed by at least fifteen (15) or one-third 1/3) of the Members, whichever is the less.
  - iii When required by the Committee.

## SPECIAL RESOLUTIONS

23

- (a) A special resolution must be passed by a General Meeting of the Society to effect the following changes:-
  - i a change of the Society's name;
  - ii a change of the Society's Constitution;
  - iii a change of the Society's objects;
  - iv an amalgamation with another Incorporated Association;
  - v to voluntarily wind up the Society and distribute its property;
  - vi to apply for registration as a Company or a Co-operative.
- (b) A special resolution shall be passed in the following manner:-
  - i a notice must be sent to all Members advising that a General Meeting is to be held to consider a special resolution;
  - ii the notice must give details of the proposed special resolution and give at least twenty-one (21) days notice of the meeting;
  - iii a quorum must be present at the meeting;
  - iv at least three-quarters (~) of those present must vote in favour of the resolution;
  - v in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Corporate Affairs Commission for permission to pass the resolution in some other way.

## CONDUCT OF MEETINGS

24

- (a) The President shall preside as Chairperson at meetings. In the absence of the President, the Chairperson shall be the Vice-President or a Member chosen by the Members present, with priority in that order.
- (b) All meetings shall be conducted in an orderly~ business-like manner.
- (c) A time limit of ten (10) minutes shall be imposed on the mover of a motion and on any other speaker in respect of that motion and the mover shall be allowed five (5) minutes in reply, provided that the Chairperson may allow an extension in any of the said time limits.
- (d) Where a motion is, in the opinion of the Chairperson, of prime importance to the Society, that motion shall be deferred until the next General Meeting and shall be changed by the mover into a notice of motion. Members shall be given at least fourteen (14) days' notice of the proposed motion. Notice shall be sent by prepaid post to the address of each Member eligible to vote.

## FINANCIAL AFFAIRS

25

- (a) The financial affairs of the Society shall be administered by the Committee.
- (b) The funds of the Society shall be derived from the fees and subscriptions of Members, donations, grants, and such other sources approved by the Club.
- (c) The Society may acquire and dispose of property both real and personal for any purpose consistent with the objects of the Society.
- (d) All monies received by the Society shall be deposited to the credit bank, of a Credit Union or Building Society Account or Investment in the name of the Society.
- (e) All cheques drawn on the bank account or withdrawals from investment accounts of the Society shall be signed by any two of the following; President, Secretary, Treasurer and Vice-President.
- (f) An annual financial statement of receipts and expenditure and a balance sheet shall be prepared and be presented to the Annual General Meeting of the Society.
- (g) The President and any other member(s) may respectively be provided with an imprest account for use in the performance of duties on behalf of the Society and the amount and purposes for each imprest account shall be determined by the Committee, and recorded in the minutes of the Committee Meeting.
- (h) No member shall incur any debts in the Club's name without prior approval of the Committee.

## HONORARIA

- 26 The Members may, by resolution at a General Meeting, approve payment to any member of such amount not exceeding one hundred dollars (\$100) in any Society financial year as they deem fit for any reason considered by the Members to be proper.

## SOCIETY MAGAZINE

- 27 The Society is to publish periodically to Members, at such intervals as shall from time to time be determined by the Committee.

## EXPULSION OF MEMBERS

28

- (a) The Committee may decide by not less than four (4) affirmative votes that a Member be expelled from the Society if that Member has failed to abide by the Constitution and/or By-Laws or if the Committee considers that the expulsion of that Member would be in the best interests of the Society.
- (b) Before any decision for expulsion may be put into effect by the Committee:-
  - i. notification of the Committee's intention to expel that Member from the Club must be mailed, at least fourteen (14) days prior to the next meeting of the Committee after the meeting at which that intention was decided upon by the Committee, by registered post addressed to that Member at the last address supplied to the Secretary by that member, and
  - ii. that Member must be given an opportunity to attend that next meeting of the Committee and show cause why the expulsion should not be put into effect.
- (c) A member whose membership has been terminated by the Committee shall, within fourteen (14) days after that termination becoming effective, deliver to the Secretary or to such other Officer as the Committee may nominate, all books, papers, documents, equipment, and property of the Society which may be in that Member's possession or, under that Member's control, in the possession of any other person.

## DISSOLUTION

- 29 The Society may be dissolved by a special resolution passed in accordance with the requirements of Clause 23 (b).

## SURPLUS ASSETS NOT TO BE DISTRIBUTED AMONG MEMBERS

- 30 The Society may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Society should be wound up. The distribution of surplus property shall be in accordance with section 53 of the Association Incorporation Act 1984.

## CONSTITUTIONAL DISPUTES

- 31 Any dispute as to the interpretation of this Constitution shall be decided by the Chairperson whose decision will be final.