

CONSTITUTION OF METROPOLITAN SPELEOLOGICAL SOCIETY INCORPORATED

FOUNDED 1965

P.O. BOX 178 THORNLEIGH N.S.W. 2120

Member of the Australian Speleological Federation Incorporated

1. NAME

The name of the Society shall be Metropolitan Speleological Society Incorporated hereinafter referred to as the Society.

2. OBJECTIVES

The objectives of the society are:

- a) To encourage the pursuit of recreational caving, bushwalking, canyoning and other outdoor activities.
- b) To further knowledge of caving, bushwalking, canyoning and other outdoor activities within the community.
- c) To aid in the conservation of caves, canyons and wilderness areas.
- d) To publish details of the Society's activities, findings and research.
- e) To organise any other activity deemed by the Committee to be of interest to the Society and its members.

3. MEMBERSHIP

- a) Membership is open to all those who subscribe to Section 2 above and to the code of ethics as promulgated by the Australian Speleological Federation Incorporated hereinafter referred to as A.S.F.
- b) Membership of the Society shall be classified into three categories - Full Members, Honorary Members and Prospective Members (also referred to as temporary members).
 - I. At no time shall the numbers of Prospective Members exceed one half of the number of Full Members.
 - II. Full Members shall be approved by the Committee and shall have sufficient proficiency in activities they are participating in.:
 - III. Prospective Members are those who do not qualify for Full membership, but who have attended an Official Trip with the Society and paid a prospective member subscription.
 - a. Prospective membership will be for duration as determined by the committee
 - b. Prospective membership may not be renewed
 - c. Prospective members wishing to continue membership must be approved by the committee for full membership
 - d. Prospective membership may not be applied for if a previous temporary membership from another ASF registered club has expired or been revoked
 - IV. A Prospective Member may qualify for Full membership when the conditions set out in Section 3.b).II, above have been met to the satisfaction of the Committee.
 - V. Honorary members are those Members who do not participate in non-social Official Trips with the society but wish to participate in social or office bearing activities
 - a. A member must have been a full member to become an Honorary member.
 - b. Honorary Membership will be for duration as determined by the committee

- c. Honorary Membership may only be granted to a member by resolution of a majority of the committee
- d. Honorary members have voting rights and may hold offices within the society
- e. Honorary members are considered as financial members
- c) The Society shall have three possible courses of action in considering an application for Full membership - acceptance, rejection or deferment for a period not exceeding six months pending satisfactory evidence of compliance with such further requirements as the Committee may prescribe. The Committee has the right to accept or reject an application for membership without giving any reason.
- d) When an application for admission for full membership of the Society is submitted, this application shall be considered at the Committee meeting next following, at which meeting a report, either verbal or written shall be received from at least one of the members attending the applicant's official trip with the Society.
- e) Only Full and Honorary Members shall have voting rights.
- f) Only Full and Honorary Members may hold offices within the society.

4. SUBSCRIPTION

- a) Full membership
 - I. There shall be an annual subscription as determined by resolution of members at the Annual General Meeting. Such subscription shall include fees payable to the A.S.F.
 - II. Full membership subscriptions may be subscribed in the form of
 - Individual memberships
 - Individual memberships are for individuals only and are not transferable
 - Family memberships
 - Family memberships are for groups within the immediate family of up to 2 adults plus any number of minors in their guardianship and are not transferable
 - III. New full members admitted during the year shall pay a pro rata subscription determined on a monthly basis for the unexpired portion of the current year.
 - IV. Any full membership not renewed by payment of the annual subscription by the 31st March following the Annual General Meeting shall be deemed un financial and relinquish automatically all rights of membership. Under special circumstances the Committee may refer for approval of a General Meeting an extension of this time limit for an individual member.
 - A member who becomes un-financial but subsequently becomes financial within a reasonable amount of time may be restored to full membership, offices and rights of membership at the discretion of the committee
 - V. Membership subscription may be discounted at the discretion of the committee if the member is also another member of an A.S.F. affiliated club where A.S.F. fees have already been paid.
- b) Prospective membership

- I. Prospective members admitted during the year shall pay a subscription determined by resolution of members at the Annual General Meeting. Such subscription shall include fees payable to the A.S.F.
- II. Prospective membership fees will not be pro-rata subscriptions and shall be for the duration as determined by resolution of members at the Annual General Meeting.
- c) Honorary membership
 - I. In special circumstances the committee may allow a full member to become an honorary member and such memberships will not be subject to subscriptions. Such subscriptions will not include fees payable to the A.S.F.
 - II. Honorary membership must be approved by a majority of the committee.

5. MEMBERS LIABILITIES

- a) The liability of any financial full member to contribute towards the payment of debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount owing, if any, of that members annual subscription.

6. DISCIPLINE

- a) Any member alleged to have breached the rules of the Society or whose conduct may reflect unfavourably on the Society, shall be called upon by the Committee at a meeting specially convened for that purpose, to show cause why he or she should not be recommended for temporary or permanent suspension for any or all of the rights of membership.
- b) The Committee shall have the power to act on its decision, subject to the right of appeal to a General Meeting, which is vested in the member concerned.

7. COMMITTEE

- a) Government of the Society shall be vested in the Committee, which shall consist of the President, Secretary, Treasurer, Equipment Officer and a minimum of one other member.
- b) Only Full Members and Honorary Members are eligible for election to the offices of President, Secretary, Treasurer, Equipment Officer and including the office of Councillor of the A.S.F.
- c) The Committee shall consist of only Full Members and Honorary Members.
- d) The Committee shall hold office from the Annual General Meeting at which its election is announced until the Annual General Meeting of the following year, or until its successors are appointed.
- e) Committee Members shall be obliged to attend all Committee Meetings subject to absence due to extenuating circumstances. Any Committee Member failing to attend three consecutive Committee Meetings without an apology or just cause shall be deemed to have resigned from the Committee.
- f) Any position becoming vacant prior to the Annual General Meeting shall be filled by a by election at a General Meeting. Such members shall hold office until the Annual General Meeting following their election, or until their successor shall have been appointed.
- g) The Society may, by ordinary resolution of which special notice has been given, remove any Committee member before the expiration of the period of office, and may by ordinary resolution appoint another member to fill the vacancy.

8. REGISTER OF MEMBERS

- a) The Secretary shall keep and maintain a Register of members specifying the name and address of each person who is a member together with the date on which that person became a member.

9. COMMITTEE MEETINGS

- a) Committee meetings shall be held when deemed necessary by the majority of the Committee.
- b) The Secretary shall notify the Committee members of the details of forthcoming Committee meetings at least one week in advance.
- c) The President shall act as Chairman or in the Presidents absence the Secretary.
- d) A majority of the Committee members shall constitute a quorum.
- e) All decisions shall be decided by a simple majority. Each member of the Committee shall have one vote and in the event of an equality of votes the Chairman shall have a second casting vote.

10. GENERAL MEETINGS

- a) The Annual General Meeting of the Society shall be held on a date in the 4th quarter of the calendar year determined by the committee at least 1 month prior to the annual general meeting.
- b) The President and Secretary shall have the power to convene and act as Chairman at Annual General Meetings and General Meetings.
- c) The Committee or five financial full or honorary members by written request may direct the President to convene a General Meeting.
- d) Only financial full members over the age of 16 years and honorary members over the age of 16 years shall be eligible to vote at any General Meeting.
- e) A quorum for any General Meeting of the Society shall consist of five financial full or honorary members or one third of the number of financial members, whichever is the lesser.
- f) Notice of any General Meeting and the Annual General Meeting shall be given at least fourteen days in advance, and all financial members notified.
- g) Two thirds of the members present and voting at any General Meeting shall be required to reverse any Committee decision.
- h) No proxy voting shall be allowed at any General Meeting.
- i) Notwithstanding clause 10 c), General meetings shall be held at least Quarterly on a date determined by the committee unless otherwise decreed by the majority of financial members present at a General Meeting.
- j) The format and conduct of General Meetings shall be at the discretion of the Committee.
- k) The agenda for the Annual General Meeting shall include:
 - I. Reports from all office bearers.
 - II. The Treasurers report shall include a budget and a recommendation for the amount of member's subscriptions for the following year.
 - III. Election of all office bearers.
- l) All decisions at meetings shall be decided by a simple majority except where otherwise provided in this Constitution. In the event of any equality of votes, the Chairman shall have a second casting vote.

- m) At all Annual, Special or General meetings only financial full and honorary members of the Society as specified in clause 3d shall have the right to vote. Resolutions shall be decided by show of hands unless a poll is requested by at least one third of the financial members present.

11. FINANCE

- a) The funds of the Society shall be derived from annual subscriptions of members, donations, trip fees and such other sources as the Committee determines or as decided by a resolution passed by the Society at a General Meeting.
- b) The funds of the Society shall be banked in the name of the Society and the bank account operated upon by any two of the Secretary, Treasurer, Equipment Officer or such other office bearers as may be authorised by the Committee. All accounts for payment shall be presented to the Committee for approval.
- c) Accounts of the Societies funds shall be presented to the General Meeting following completion of the Financial Year.
- d) The Committee shall provide for the custody and control of all records, books and other documents of the Society, which shall be open to inspection, free of charge, by members at any reasonable hour.
- e) The income and property of the Society when so ever derived shall be applied solely towards the promotion of the objects of the Society, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to members of the Society. Provided that nothing herein shall prevent payment in good faith, or remuneration to any officers or servants of the Society or any person in return for any services actually rendered to the Society.

12. INDEMNITY

Office Bearers of the Society who by the authority of the Committee accept or incur any pecuniary liability on behalf of the Society shall be held indemnified by the Society against any personal loss in respect of such liability.

13. PRESIDENT

At each Annual General meeting a President shall be elected.

14. Secretary

At each Annual General meeting a Secretary shall be elected.

15. TREASURER

At each Annual General meeting a Treasurer shall be elected.

It is the duty of the Treasurer to ensure that:

- a) All money due to the Society is collected and received and that all payments authorised by the Society are made.
- b) Correct books and accounts are kept showing the financial affairs of the Society including full details of all receipts and expenditure connected with the activities of the Society.

- c) A financial statement may be requested to be provided to each General Meeting outlining the financial transactions of the previous financial period and details of monies owing by the Society.
- d) A financial statement is provided at the Annual general Meeting for the previous year for inclusion in the minutes.

16. TRAINING OFFICER

At each Annual General meeting a Training Officer shall be elected.

The duties of the Training officer shall be:

- a) To keep up to date with current good practice.
- b) To make recommendations of good practice and ensure that society members are aware of good practice.
- c) Organise at least one Skills Practice Day per year.

17. EQUIPMENT OFFICER

At each Annual General meeting a Equipment Officer shall be elected.

The duties of the Equipment officer shall be:

- a) To keep up to date with current good practice that contribute to the use and upkeep of equipment.
- b) To periodically inspect equipment and report on its condition to the Committee.
- c) To make recommendations on the maintenance, disposal and acquisition of society equipment for society use.

18. COUNCILLOR OF THE A.S.F.

At each Annual General meeting a Councillor of the A.S.F. shall be elected.

The Councillor of the A.S.F. shall:

- a) Represent the Society at all meetings of the A.S.F.
- b) Have authority to speak and vote for the Society at such meetings.
- c) Arrange with the approval of the Committee for another Society member to attend any such meetings in his/her absence provided that such person has been instructed as to the views and opinions of the Society in relation to matters known to be discussed at any proposed meeting.
- d) Arrange with the approval of the Committee for a proxy spokesperson to vote on the Society's behalf in the absence of any Society member being able to attend any such meeting provided that any such proxy spokesperson has been instructed as to the views and opinions of the Society in relation to matters known to be discussed at any proposed meeting.

19. EDITOR

At each Annual General meeting an Editor shall be appointed.

The duties of the Editor are:

- a) Receives copies of all trip reports from trip leaders and other articles or information to be printed in the Society's newsletter.
- b) Arranges the typing, printing and distribution of the Newsletter to all members and to selected clubs and societies throughout Australia.

20. LIBRARIAN

At each Annual General meeting a librarian shall be appointed.

The Society library shall be the responsibility of the Librarian whose duties will be:

- a) To keep the library updated and suitably catalogued.
- b) Maintain a register of items borrowed and ensure their safe return.
- c) Ensure that items from the library shall only be lent to members of the Society.
- d) Ensure that the borrower understands that it shall be a condition precedent to an item being lent that the borrower be responsible for the safe keeping and return of the item(s) borrowed and shall replace or compensate the Society for any item lost or damaged.
- e) The Librarian shall recommend to the Committee any book magazine or article the Librarian considers suitable and beneficial to the Society.

21. WEBSITE AND SOCIAL MEDIA

At each Annual General meeting a Webmaster shall be appointed.

The Society Website and Social Media shall be the responsibility of the Webmaster whose duties will be:

- a) To keep the Website updated and suitably maintained.
- b) Make recommendations on the maintenance of the Society Website.
- c) Publish Society newsletters, Calendars, contact lists, publications and content via the Society website.
- d) Create, Coordinate and maintain Social Media related to the Society activities
- e) Maintain and enforce a privacy policy for content published via the Society website and Social Media

22. EQUIPMENT

- a) Equipment shall be made available to members at the discretion of the Equipment Officer.
- b) Individual members without the prior approval of the Trip Leader or the equipment officer shall not use the Society's equipment on any official trip.
- c) Borrowers of equipment shall be responsible for the return of the equipment to the Equipment Officer in the condition in which it was received. Failing such return, the borrower shall be responsible to the Society for the cost of repair or replacement unless the Committee waives this responsibility.
- d) All equipment taken on a trip must be returned to the Equipment Officer within a timeframe agreed with the Equipment Officer.
- e) The Society's equipment shall only be used for Society trips or other purposes approved by the Equipment Officer.

23. OFFICIAL TRIPS

- a) An official trip shall be defined as one for which approval of at least two members of the Committee has been gained, and which is led by a Trip Leader who has been approved as such in terms below. Only on official trips may members use the Society's name to gain any privileges. If proposing to visit an area under the direct control of Government or Private ownership, this approval must be in a referable form.

- b) A Trip Leader is defined as being a Full Member of the Society who has satisfied the Committee as to his/her leadership proficiency and ability to carry out supervision of the proposed objects for which the trip is organised. He or she must have a thorough knowledge of safety practices and applicable activity techniques as the trip may require and is responsible for the condition and return of the equipment of the Society used on the trip, and completion of a Trip Report.
- c) The trip leader will be appointed by the committee prior to the trip.
- d) A trip leader will have obtained all required official permissions for the trip prior to the trip commencement.
- e) A limit on the number attending an official trip shall only be imposed where either the nature of the area, the nature of the proposed trip makes such a limit essential or as specified by permission conditions.
- f) Provided that such a limit on any trip has not been filled, any member of the Society that meets required competency levels and any permission conditions, shall be entitled to join such a trip up to that limit.
- g) Where a limit on the number attending an official trip is imposed, all applicants are deemed to have sufficient competency and meet permission conditions, then the trip allocation will be filled on a first come first served basis.
- h) The Trip leader will have final say on those eligible for participating in the official trip but may only use trip numbers, competency and permission conditions as criteria for selection of participants.
- i) Visitors and prospective members shall not exceed one half of members attending any official trip unless prior approval has been received from the Committee.
- j) Full and prospective members shall have priority over visitors on official trips subject to reasonable notice prior to the commencement of the trip.
- k) While on an Official Trip any member of the Society, or visitor shall obey the reasonable request of the Trip Leader.
- l) No trip application may be authorised by any Committee Member unless the Committee has approved the intending Trip Leader as a Trip Leader.
- m) Trips may be graded by the Trip Leader to identify for members and visitors the degree of difficulty of the proposed trip.
- n) A calendar of planned Society trips will be published via the Society Website and newsletter

24. TRIP FEES

- a) All members participating on Society trips shall at the discretion of the Trip Leader pay a trip fee.
- b) Visitors attending a Society trip shall at the discretion of the Trip Leader pay a trip fee.
- c) The Trip Leader shall pass onto the Treasurer all trip fees collected as soon as possible.
- d) The majority of members at the Annual General Meeting shall determine the amount payable by way of trip fee.

25. COMMON SEAL

- a) The Committee shall provide for the safe custody of the Common Seal, which shall only be used by the authority of the Committee.

- b) Any instrument to which the Common Seal is affixed shall be signed by the President of the Society and countersigned by either the Secretary or Treasurer.

26. PUBLIC OFFICER

- a) The Committee will appoint a Public Officer as required by the Associations Incorporation Act 1984.
- b) The Public Officer will be appointed at the Annual General Meeting

27. INSURANCE

- a) The Society shall effect and maintain a policy of insurance pursuant to section 44 of the Associations Incorporation Act 1984.

28. AMENDMENT OF CONSTITUTION

This Constitution may be amended at a General Meeting of the Society provided that:

- a) Notice of any alteration to the Constitution including the Society's objectives shall be submitted in writing to the Committee by a Full Member of the Society at least 28 days prior to the next General Meeting.
- b) Members eligible to vote shall receive at least fourteen days notice of the proposed amendments.
- c) Alterations to the Constitution including the Society's objects shall be made by at least a three quarter majority of the members present and voting provided a quorum is present.

29. FINANCIAL YEAR

- a) The financial year shall begin on the first of November and end on the last day of October of the following year.

30. VISITORS

- a) All visitors shall abide by the Constitution and rules of the Society whilst participating on Society activities.
- b) Visitors shall only participate on society activities at the invitation of an existing society member and attend such activities with that member.
- c) Visitors must be either members of an existing A.S.F. affiliated Society (and have paid A.S.F fees) or shall pay either a full membership or Prospective (also known as Temporary) membership to participate on Society activities.

31. DISSOLUTION

Upon winding up or dissolution of the Society, should there remain after satisfaction of all its debts and liabilities any property (excluding funds) the same shall be given up or transferred to some other body or bodies having similar objects to the objects of the Society to be determined by members of the Society at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter. Any funds remaining shall be divided equally among all financial members at the time of dissolution.