

Constitution of the Sydney University Speleological Society

1. Name of the Society

The Society is known as the Sydney University Speleological Society (hereinafter referred to as 'the Society').

2. Aims of the Society

2.1 The society is not for profit; meaning: the assets and income of the society shall be applied solely in furtherance of the aims of the society and no portion shall be distributed directly or indirectly to the members of the society except as bona fide compensation expenses incurred on behalf of the society.

2.2 The aims of the Society are:

- a) to unite people who are interested in the exploration, study and recording of cave systems;
- b) to foster speleology as a science and a recreational activity;
- c) to develop interest in, and to encourage the preservation of, natural wilderness areas in general and natural subterranean areas in particular, and to protect the karst heritage of Australia;
- d) to co-operate with other bodies in the furtherance of these aims.

2.3 Without limiting the power of the Society to conduct activities associated with its aims, the activities that the Society may undertake include the following:

- a) the conduct of speleological activities;
- b) the conduct of non-speleological activities in the interests of members;
- c) the holding of meetings of members and other interested persons;
- d) the holding of social gatherings of members and other interested persons;
- e) the publication of materials detailing the activities of the Society, or other material which the Society considers appropriate;
- f) liaising with other people and organisations, including the Australian Speleological Federation, NSW Speleological Council, International Union of Speleology, other speleological societies, land managers and government bodies concerning matters of interest to the Society and its members.

3. Interpretation

In this Constitution, except insofar as the context or subject-matter otherwise indicates or requires-

“**By-Laws**” means by-laws made under this Constitution as referred to in clause 9.5;

“**Committee**” means the Committee of the Society, as detailed in section 6;

“**executive**” means the president, vice-president, secretary and treasurer of the Society, as detailed in section 6;

“**General Meeting**” means any meeting of the Society other than a Committee Meeting, a Subcommittee Meeting or an Annual General Meeting;

“**member**” means a member of the Society, as set out in section 4;

“**Society**” means the Sydney University Speleological Society;

“**Society financial year**” refers to the period from April 1 of each calendar year to March 31 of the following calendar year;

a reference to “**voting**” is a reference to a person voting either in person or by proxy.

4. Membership

4.1 The classes of annual membership are as follows:

a) **Ordinary Membership**

All members of the University of Sydney Union shall be eligible for Ordinary Membership of the Society and are eligible to hold Executive positions. Any Ordinary Member shall hold one vote at all meetings and elections of the Society at which they are present.

b) **Associate Membership**

All holders of a current Access Card of The University of Sydney Union other than those who qualify for Ordinary Membership shall be eligible for Associate Membership of the Society. Associate Members are not eligible to hold Executive positions, vote in elections or vote at meetings of the Society.

c) **Honorary Life Membership**

- i) A person whom the Society decides to honour may be nominated as an Honorary Life Member of the Society by resolution of the Committee.
- ii) A person will become an Honorary Life Member of the Society if the Committee's nomination is approved by a special resolution of the Society.

- iii) Honorary Members are only eligible to hold Executive positions, vote in elections or vote at meetings of the Society if they qualify for Ordinary Membership of the Society.

4.2 Upon payment of a subscription fee, a person is deemed to be an Ordinary Member or Associate Member of the Society and to henceforth be bound by this Constitution.

5. Payment of Subscriptions

5.1 At or prior to the final Committee Meeting before the close of each calendar year, the Committee must determine the sum payable by a member as annual subscription.

5.2 The Committee may by resolution, at the time of determining the sum payable as annual subscription, permit discounts to be allowed for any person or class of persons the Committee sees fit.

5.3 A member of the Society must pay to the Society an annual subscription as determined under clauses 5.1 and 5.2 before the end of the Society financial year.

5.4 Any member not complying with clause 5.3 will be deemed to have resigned from the Society.

5.5. This section does not apply to Honorary Life Members of the Society.

6. Committee of the Society

6.1 The Society Committee comprises members of the Society and consists of:

- a) the office bearers of the Society; and
- b) three general members, each of whom shall be elected at the Annual General Meeting of the Society pursuant to section 16.

6.2 The office bearers of the Society are:

- a) the president;
- b) the vice-president;
- c) the secretary;
- d) the treasurer;
- e) the minutes secretary;
- f) the senior councillor of the Australian Speleological Federation Incorporated;
- g) the editor of the Society bulletin;
- h) the equipment officer;

- i) the safety officer; and
- j) the librarian.

- 6.3 The executive, and at least 50% of the Committee (including the executive), must consist of graduates, graduands, postgraduate students, undergraduates, or members of the staff of the University of Sydney.
- 6.4 Subject to these rules, each member of the Committee holds office until the conclusion of the Annual General Meeting following the date of the member's election, and is eligible for re-election provided at that time they meet all other requirements for re-election.
- 6.5 A position on the Committee may be resigned at any time.
- 6.6 If a nomination is not received for any position on the Committee at an Annual General Meeting there is deemed to be a casual vacancy on the Committee.
- 6.7 Any casual vacancies on the Committee will be filled by a member appointed at the next General Meeting according to the procedures in section 16.
- 6.8 The Committee has power to manage the Society in accordance with the Constitution.
- 6.9 Attendance of Committee Members at Committee Meetings is obligatory. Any Committee Member who does not attend three consecutive Committee Meetings without leave can be dismissed from the Committee by a two-thirds majority vote of those Ordinary Members and Honorary Members who would otherwise be eligible for Ordinary Membership in attendance at a General Meeting.

7. Duties of Committee Members

- 7.1 The duties of Committee members are as set out in the By-Laws.
- 7.2 In addition to any duties set out in the By-Laws, each member of the Committee is required to perform any duties imposed by the Constitution.

8. Officers responsible to the Committee

In the performance or exercise of any duty, function or discretion imposed upon or given to any officer or agent of the Society, that officer or agent is responsible to, and subject to direction by, the Committee.

9. Powers of the Committee

The Committee is called the Society Committee and, subject to this Constitution and the Society By-Laws, -

- 9.1 controls and manages the affairs of the Society;

- 9.2 may exercise all such functions as may be exercised by the Society other than those functions that are required by this Constitution to be exercised by a General Meeting of members of the Society;
- 9.3 may determine the rights of members or any class of members;
- 9.4 must appoint councillors to the Australian Speleological Federation, in addition to the Senior Councillor, in accordance with the Constitution of the Australian Speleological Federation Incorporated: and
- 9.5 has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Society, including the making and amendment of By-Laws not inconsistent with this Constitution for the administration of the Society, the carrying into effect of this Constitution, or for any associated matter.

10. Meetings of the Committee

- 10.1 The Committee must endeavour to meet at least eight times in each period of twelve months at such times and places as the Committee may determine.
- 10.2
 - a) Reasonable endeavour must be made to give oral or written notice of a meeting of the Committee to each member of the Committee at least 48 hours before the time appointed for the holding of the meeting.
 - b) Publication of the time and place of a Committee Meeting in the Society bulletin, on the Society website or at a General Meeting or Annual General Meeting is deemed sufficient notice under sub-clause a) above.
- 10.3 The time and place of the next Committee Meeting should be agreed upon before the conclusion of each Committee Meeting, where practicable.
- 10.4 Any five members of the Committee will constitute a quorum for the transaction of business of a meeting of the Committee.
- 10.5 The Committee must not transact business unless a quorum is present.
- 10.6 At a meeting of the Committee -
 - a) the president or, if the president is absent or unwilling to preside, the vice-president will preside; or
 - b) if the president and the vice-president are both absent or unwilling to preside, such one of the remaining members of the Committee as may be chosen by the members present at the meeting will preside.

11. Delegation by Committee to Sub-Committee

- 11.1 The Committee, or the Society in General Meeting, may by resolution delegate to one or more subcommittees (consisting of such member or members of the Society as the

Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the resolution other than this power of delegation.

- 11.2 A function the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- 11.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 11.4 Despite any delegation under this section, the Committee may continue to exercise any function delegated.
- 11.5 Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- 11.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this section.
- 11.7 A subcommittee must act unless a number of members of the subcommittee not less than 50% of the total number of members of the subcommittee is present at a meeting.
- 11.8 A subcommittee may meet and adjourn as it thinks proper.

12. Voting and decisions

- 12.1 Questions arising at a meeting of the Committee or of any subcommittee appointed by the Committee must be determined by a majority of the votes of members of the Committee or subcommittee present at the meeting.
- 12.2 Each member present at a meeting of the Committee or of any subcommittee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 12.3 Subject to clauses 10.4 and 10.5, the Committee may act notwithstanding any vacancy on the Committee.
- 12.4 Any decision of the Committee may be overturned by a special resolution passed at a General Meeting of the Society.

13. General Meetings

- 13.1 The Society must hold a General Meeting at least once per semester.
- 13.2 General Meetings must be called by the president, secretary or vice-president, or by the secretary forthwith upon receipt of the written application of at least 20% of the Ordinary Members of the Society.

- 13.3 At least seven (7) clear days' notice of the time and place of a General Meeting shall be given in one of the recognised publications of the University of Sydney Union and, if possible, the Society website and, if possible, by a written notice to all members.
- 13.4 At any General Meeting:
- a) the president or, if the president is absent or unwilling to preside, the vice-president will preside; or
 - b) if the president and the vice-president are both absent or unwilling to preside, such one of the remaining members of the Committee as may be chosen by the members present at the meeting will preside.
- 13.5 Quorum at General Meetings shall be the lesser of one-third of the Ordinary Members or fifteen (15) Ordinary Members. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.
- 13.6 The agenda for a General Meeting at which any business is transacted will include (insofar as is relevant):
1. Apologies and leaves of absence
 2. Minutes of the previous meeting
 3. Correspondence
 4. Motions on notice
 5. Reports of Committee Members
 6. General Business
- 13.7 Except as otherwise provided by this Constitution, a General Meeting of the Society has power to carry motions relating to the affairs of the Society by a simple majority vote of those members present and voting.

14. Special resolutions

- 14.1 A resolution of the Society is a special resolution if it is passed by a majority which comprises not less than two thirds of such members of the Society as, being entitled under this Constitution so to do, vote in person or by proxy at a General Meeting of which not less than 21 clear days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution.
- 14.2 The following acts can only be performed by special resolution:
- a) granting Honorary Life Membership;
 - b) repealing motions and the effect of motions carried at a General Meeting;
 - c) altering, rescinding or adding to the Constitution;

- d) dismissing a Committee Member for any reason (including that in clause 4.3 of the Constitution), provided that the Committee Member is given reasonable right of reply;
 - e) overturning a decision of the Committee; and
 - f) dissolving the Society.
- 14.3 Constitutional amendments do not become effective until approved by the Clubs and Societies Committee of the University of Sydney Union and ratified by the Board of the University of Sydney Union.

15. Annual General Meeting

- 15.1 The Society must convene an Annual General Meeting once in each calendar year in the month of May.
- 15.2 Except as provided by this section and section 16, conduct of an Annual General Meeting is as for a General Meeting.
- 15.3 The Annual General Meeting must be convened for the following purposes:
- a) to receive a report and statement of accounts for the preceding financial period;
 - b) to elect a Committee for the ensuing term; and
 - c) to transact any other business.
- 15.4 The secretary must give at least fourteen (14) clear days notice of the time and place of the Annual General Meeting in one of the recognised publications of the University of Sydney Union and, if possible, the Society website and, if possible, by giving written notice to all members.
- 15.5 The Annual General Meeting must be held at a time commencing between 9am and 9pm at a place on a campus of the University of Sydney during semester.
- 15.6 Quorum at the Annual General Meeting is the lesser of one-third of the Ordinary Members or fifteen (15) Ordinary Members.
- 15.7 The agenda for the Annual General Meeting shall include (insofar as is relevant):
- 1. Opening and welcome
 - 2. Apologies and leaves of absence
 - 3. Minutes of the previous meeting
 - 4. Business arising from the minutes
 - 5. Correspondence
 - 6. Motions on notice
 - 7. Annual Reports
 - 7.1 President
 - 7.2 Treasurer

- 7.3 Secretary;
- 7.4 Other Committee Members;
- 8. Election of the Committee;
- 9. General business.

16. Elections

- 16.1 The Committee is elected at the Annual General Meeting.
- 16.2 Only Ordinary Members, and Honorary Life Members who would otherwise be eligible for Ordinary Membership, are eligible to be candidates for election to Executive positions, or to vote in the election for any position.
- 16.3 The term of the Committee shall commence immediately following the close of the Annual General Meeting and conclude at the close of the Annual General Meeting in the following year.
- 16.4 In order to stand for election, nominees must accept nomination.
- 16.5 Before an election the Committee must nominate a suitable person, not being a candidate for election, to act as Returning Officer. The Returning Officer shall be charged with the conduct of the election, and may appoint suitable persons, not being candidates for election, as Deputy Returning Officers.
- 16.6 The Clubs and Societies Programme Coordinator shall serve as Electoral Arbiter and shall receive any appeals against the decisions of the Returning Officer.
- 16.7 Voting shall be First Past the Post.
- 16.8 The General Body of the Society may, in a General Meeting, elect any Ordinary Member of the Society to fill any casual vacancy that may occur in the Committee. (A casual vacancy occurs when a Committee Member is dismissed from the Committee or resigns before the term of office has expired.)

17. Discipline

- 17.1 Where the Committee is of the opinion that a member:
 - a) has allegedly breached the Constitution, By-Laws and/or Code of Ethics of the Society; or
 - b) has allegedly engaged in conduct prejudicial to any aims of the Society; or
 - c) has allegedly caused deliberate or reckless damage to Society equipment; or
 - d) has allegedly been guilty of conduct which may reflect unfavourably upon the Society;

then the Committee may call upon that member at a Committee Meeting to show cause why they should not be recommended for temporary or permanent suspension of any or all of the rights and privileges of membership of the Society.

17.2 The Committee has the right at a Committee Meeting to resolve to recommend the expulsion of a member or suspension or temporary or permanent suspension of any or all of the rights and privileges of membership of the Society for disciplinary purposes, provided that the secretary has caused a notice in writing to be served on the member setting out the nature of the allegations against that person at least 14 clear days before the meeting at which such a resolution is proposed, informing the member that the member may do any or all of the following:

- a) attend and speak at that meeting;
- b) invite any person or persons who may assist the member in making submissions to the Committee concerning the proposed resolution;
- c) submit to the Committee at or prior to the date of that meeting written representations concerning the proposed resolution;
- d) invite any person or persons to submit to the Committee at or prior to the date of that meeting written representations concerning the proposed resolution

17.3 At any Committee Meeting considering a resolution under clause 17.2, the Committee must:

- a) give to the member an opportunity to make oral representations concerning the proposed resolution;
- b) give to any person or persons at that meeting an opportunity to make oral representations concerning the proposed resolution;
- c) give due consideration to any written representations submitted to the Committee by the member or another person concerning the proposed resolution at or prior to the meeting; and
- d) resolve whether or not to make recommendations in accordance with clause 17.2.

17.4 Where the Committee makes a recommendation under clauses 17.2 and 17.3, the secretary must, within 7 days after that recommendation is made, by notice in writing inform the member of the recommendation and of the provisions of section 18.

18. Approval of discipline by General Meeting

18.1 At the first General Meeting after a recommendation under section 17 is made, the recommendation will be read to the General Meeting and voted on by the members there present.

- 18.2 A recommendation under section 17 must be carried by a 75% majority of Ordinary Members present to be accepted.
- 18.3 A member the subject of a recommendation under section 17 has the right to address the General Meeting at which that recommendation is to be voted on.

19. Appointment of proxies

- 19.1 For the purpose of any vote (including a vote by the Committee or a subcommittee at a Committee Meeting or subcommittee Meeting), each member entitled to vote shall be entitled to appoint another member as proxy by notice in writing signed by the appointing member specifying the member whom that member is appointing as proxy.
- 19.2 The notice appointing the proxy must be produced by the appointed member on demand by the chairperson or the appointed member has no right to hold the proxy of the appointing member.

20. Alteration of Constitution

This Constitution may be altered, rescinded or added to only by a special resolution of the Society.

21. Property and finances

- 21.1 All property of the Society shall be vested in the Executive, and shall be dealt with in such manner as directed by the Society in an Ordinary Meeting.
- 21.2 The Society shall maintain a bank account.
- 21.3 All payments of the Society shall be by cheque, signed by at least two members of the Executive, one of whom must be the Treasurer.
- 21.4 The finances of the Society shall be maintained in accordance with the C&S Handbook for Treasurers produced by the Clubs & Societies Office of The University of the Sydney Union, and submitted for audit by the Clubs & Societies Auditor immediately following the Financial Year End of the Society in the month of March each year.
- 21.5 Notwithstanding anything contained in this Constitution, all assets and funds of the Society shall be used solely to further the Objects of the Society, and no portion of those funds shall be paid or distributed to members of the Society except as compensation for out-of-pocket expenses.
- 21.6 The financial year of the Society shall run from the 1st April to the 31st March following.

22. Publications Fund

- 22.1 A special fund is to be maintained called the Publications Fund.

- 22.2 Despite clause 21.3, any money received by the Society from the sale of publications shall be paid into the Publications Fund, along with any money the Committee designates for this purpose.
- 22.3 Money within the Publications Fund may only be used for the purpose of production, publication and distribution of publications authorised by the Committee.
- 22.4 Nothing in this section prevents money within the Publications Fund (“Publications money”) being combined with other Society funds for investment purposes (such as a high interest bearing account or term deposit). If combining of funds occurs, then:
- a) Publications money must ultimately be returned to that fund and cannot be used for purposes other than those in clauses 22.3 and 22.4; and
 - b) the treasurer must attempt to allocate any return on investment from combined funds on a pro rata basis between the Publications Fund and other Society funds, so that interest earned on Publications money is ultimately deposited in the Publications Fund and used for the purposes in clauses 22.3 and 22.4.

23. Code of Ethics

- 23.1 The Committee must, as soon as practicable after the adoption of this Constitution, pass a by-law or series of by-laws containing the Society Code of Ethics, comprising such provisions as the Committee deems appropriate.
- 23.2 The Code of Ethics may be altered in the same manner as any by-law.

24. Dissolution

- 24.1 The Society may be dissolved by special resolution.
- 24.2 If on the dissolution there remain any monies or property, they must, with the consent of the Clubs and Societies Office, be transferred to a cultural, charitable or educational organization as the Society in a General Meeting may resolve.
- 24.3 Despite clause 24.2, in the event that the Society is dissolved, all speleological records of the Society must be lodged:
- a) with the library of the Australian Speleological Federation Inc, or
 - b) with the National Library of Australia, the State Library of NSW or Fisher Library of the University of Sydney; and the Australian Speleological Federation Inc must be informed of that lodgement.

25. Inactivity

The Society is deemed inactive after any continuous twelve month period in which the Society does not hold any events or engage in financial activity. If upon inactivity there

remains any monies or properties, the C&S Auditor and the C&S Manager shall become signatories of the Club account and the Clubs and Societies Office shall control such properties and held in trust. After a further six month period, all money will be deposited into a USU-administered trust account, and will be returned to the club should it reform. After a total of eighteen months inactivity, all club funds will be transferred to the USU general account.

26. Recognition

The Society shall comply with all requirements of the University of Sydney and the University of Sydney Union for recognition as a registered society of the University of Sydney Union.

27. Affiliation with other organisations

- 27.1 Notwithstanding any provision of this Constitution, the Committee may resolve to make the Society be recognised by, or be a member or affiliate of the University of Sydney, University of Sydney Union or Sydney University Sports Union, or to revoke any such resolution.
- 27.2 Whilst such a resolution is in force, and despite section 20, if the Committee so resolves, the Constitution or rules or any part thereof of the organisation referred to in clause 27.1. shall, only if necessary, operate to amend, or take priority over, any provision of this Constitution.

28. Transitional provisions

- 28.1 This Constitution commences upon the Society being notified that it has been approved by both the University of Sydney Union Clubs and Societies Committee and the Board of the University of Sydney Union
- 28.2 Upon the commencement of this Constitution, any former Constitution of the Society is repealed.
- 28.3 Any code of ethics, by-law or resolution of the Society which is in effect immediately before the commencement of this Constitution remains in force and effective unless it is inconsistent with:
 - a) a provision of this Constitution; or
 - b) a by-law or resolution made at or after the adoption of this Constitution.
- 28.4 Any person who, immediately before the commencement of this Constitution, held a position on the Committee of the Society is deemed to have been elected to that same position on the Committee of the Society under this Constitution.

29. Serving of notices

- 29.1 For the purpose of this Constitution, unless the Constitution otherwise provides, any written notice may be served by or on behalf of the Society upon any member either personally or by sending it by post or email to the member at the member's given address or email address.
- 29.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, deemed for the purposes of this Constitution to have been served on the Person at the time at which the letter would have been delivered in the ordinary course of post.
- 29.3 Where a document is emailed to a person by properly addressing the document, the document is, unless the contrary is proved, deemed for the purposes of this Constitution to have been served on that person on the day that the email was sent.

This Constitution was adopted on the 13th day of October, 2009.

President's Signature _____

Secretary's Signature _____

Amendments:

Cl 15.1 amended 4/3/10

Cl 22.3 added 3/5/12

Cll. 2.1, 3, 4.1, 5.1, 5.3, 5.4, 6.1, 6.2, 10.2, 10.6, 12.3, 13.4, 14.2, 15.2, 17.2, 17.3, 17.4, 22.2, 22.4, 27.2 amended 6/9/12.

Cll. 4.1 b), 6.3 amended 2/5/13.