

# **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;

“**C&S Regulations and Guidelines**” means any Regulations or Guidelines as may be promulgated from time to time by the University of Sydney Union applicable to Clubs and Societies affiliated with the University of Sydney Union;

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

“**General Meeting**” means a meeting provided for under section 14;

“**mail-out**” means a communication in writing sent either:

- a) by post to a postal address provided to the Society by a member; or
- b) by email to an email address provided to the Society by a

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

4; “**Ordinary meeting**” means a meeting provided for under section 13;

“**Semester**” means a teaching semester of the University of Sydney;

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

“**Society financial year**” refers to the period from January 1st of each calendar year to December 31st of the following calendar year;

“**Society Meeting**” means a General Meeting, an Ordinary Meeting, or an Annual General Meeting (but not a meeting of the Executive);

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 Members 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 Executive.
  - ii) A person will become an Honorary Life Member of the Society if the Executive's nomination is approved at a General Meeting of the Society as provided for in section 14.7.
  - 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 The subscription fees for membership for a financial year shall be: January 1st to December 31st.
- a) Ordinary or associate membership not otherwise provided for in this clause: \$70.00
  - b) Ordinary or associate membership for students of the University of Sydney who have previously been members of the Society at any prior time: \$35.00
  - c) Ordinary or associate membership for students of the University of Sydney who have not previously been members of the Society: \$15.00
  - d) Ordinary or associate membership for persons who are already members of the Australian Speleological Federation Incorporated: \$25.00
- 5.2 A member of the Society must pay to the Society an annual subscription as determined under section 5.1 before the end of the Society financial year.
- 5.3 Any member not complying with section 5.2 will be deemed to have resigned from the Society.
- 5.4 This section does not apply to Honorary Life Members of the Society.

## 6. Executive of the Society

- 6.1 The Society Executive comprises members of the Society and consists of the office bearers of the Society, 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; and
  - f) the equipment officer.
- 6.3 Subject to these rules, each member of the Executive 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.
- 6.4 A position on the Executive may be resigned at any time.
- 6.5 If a nomination is not received for any position on the Executive at an Annual General Meeting there is deemed to be a casual vacancy on the Executive.
- 6.6 Any casual vacancies on the Executive may be filled by a member elected at the next General Meeting according to the procedures in section 16.
- 6.7 The Executive has power to manage the Society in accordance with the Constitution.
- 6.8 Attendance of Executive Members at Executive Meetings is obligatory. Any Executive Member who does not attend three consecutive Executive Meetings without leave can be dismissed from the Executive by a two-thirds majority vote of those Ordinary Members and Honorary Members who would otherwise be eligible for Ordinary Membership in attendance at an Ordinary Meeting.
- ## 7. Duties of Executive Members
- 7.1 The **President** shall be responsible for:
- a) planning the Society's activities in consultation with the Executive;
  - b) liaising with the Executive and any Committees formed by the Society;
  - c) the conduct of meetings according to the Constitution;
  - d) officially representing the Society, or appointing a member of members to officially represent the Society, when required; and
  - e) ensuring an adequate handover, including any documents and materials, to the following President.
- 7.2 The **Vice-President** shall deputise for the President when the President is unavailable.

- 7.3 The **Treasurer** shall be responsible for:
- a) maintaining the Society's finances in accordance with the C&S Handbook for Treasurers produced by the Clubs & Societies Office of The University of Sydney Union;
  - b) being satisfied that the money in the Society's accounts is only spent on matters pertaining to the aims and objectives of the Society;
  - c) ensuring that any rules concerning management and expenditure of funds are complied with;
  - d) presenting to the Annual General Meeting of the Society a report detailing the financial activity and status of the Society; and
  - e) ensuring an adequate handover, including any documents and materials, to the following Treasurer.
- 7.4 The **Secretary** shall be responsible for:
- a) conducting the correspondence of the Society;
  - b) booking meeting rooms for the Society;
  - c) maintaining the records and documents of the Society (other than those required to be maintained by other Executive members);
  - d) maintaining a list of current Members, in accordance with University of Sydney Union Guidelines; and
  - e) maintaining the Society's registration with The University of Sydney Union.
- 7.5 The **Minutes Secretary** shall be responsible for:
- a) recording all minutes at each Executive Meeting, Annual General Meeting, and at any Society Meeting at which a resolution is proposed; and
  - b) providing on request copies of the minutes of past meetings or parts thereof.
- 7.6 The **Equipment Officer** shall be responsible for:
- a) ensuring that any equipment owned by the Society is stored in a manner designed to protect it from damage;
  - b) maintaining a register in which is recorded details of borrowing and return of equipment by members;
  - c) in conjunction with the Safety Officer, inspecting all equipment at least once per twelve months and ensuring that it is adequate for the purposes for which it is likely to be used, and reporting to the Executive on the results of that inspection;

- d) reporting to the Executive any failure to return equipment; and
  - e) recommending to the Executive the purchase of new equipment, when required.
- 7.7 In addition to any duties set out in this clause, each member of the Executive is required to perform any duties imposed by the Constitution.

## **8. Officers responsible to the Executive**

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 Executive.

## **9. Powers of the Executive**

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

- 9.1 controls and manages the affairs of the Society;
- 9.2 may (subject to this Constitution) exercise all such functions as may be exercised by the Society other than those functions that are required by this Constitution and C&S Regulations and Guidelines to be exercised by a Society Meeting;
- 9.3 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
- 9.4 has power to perform all such acts and do all such things as appear to the Executive 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.
- 9.5 Despite any other provision of this Constitution, the Executive cannot authorise:
  - a) capital expenditure of Society funds; or
  - b) non-capital expenditure of Society funds exceeding \$250.00,

but may resolve to make a recommendation to a Society Meeting that such expenditure be authorised.

## **10. Meetings of the Executive**

- 10.1 The Executive must endeavour to meet at least eight times in each period of twelve months at such times and places as the Executive may determine.

- 10.2 a) Reasonable endeavour must be made to give oral or written notice of a meeting of the Executive to each member of the Executive at least 48 hours before the time appointed for the holding of the meeting.
- b) Publication of the time and place of a Executive Meeting in the Society bulletin, on the Society website or at a Society Meeting is deemed sufficient notice under sub-clause a) above.
- 10.3 The time and place of the next Executive Meeting should be agreed upon before the conclusion of each Executive Meeting, where practicable.
- 10.4 Any three members of the Executive will constitute a quorum for the transaction of business of a meeting of the Executive.
- 10.5 The Executive must not transact business unless a quorum is present.
- 10.6 At a meeting of the Executive -
- 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 Executive as may be chosen by the members present at the meeting will preside.

## 11. Delegation to Sub-Committee

- 11.1 The Executive, or the Society at a Society Meeting, may by resolution delegate to one or more subcommittees (consisting of such member or members of the Society as the Executive thinks fit) the exercise of such of the functions of the Executive 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 Executive 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 Executive.
- 11.6 The Executive 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.
- 11.9 At the Annual General Meeting, the Society must consider whether to delegate to any subcommittee the following responsibilities:
  - a) relations between the Society and the Australian Speleological Federation Incorporated;
  - b) editing of the Society Bulletin;
  - c) responsibility for safety issues;
  - d) responsibility for the Society library; and
  - e) assistance to the Executive.

- 11.10 The By-Laws may make provision for the responsibilities and duties of any subcommittee which the Society may establish.

## **12. Voting and decisions**

- 12.1 Questions arising at a meeting of the Executive or of any subcommittee appointed by the Executive must be determined by a majority of the votes of members of the Executive or subcommittee present at the meeting.
- 12.2 Each member present at a meeting of the Executive or of any subcommittee appointed by the Executive (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 Executive may act notwithstanding any vacancy on the Executive.
- 12.4 Any decision of the Executive may be overturned by a special resolution passed at a General Meeting of the Society.

## **13. Ordinary Meetings**

- 13.1 The Society shall hold an Ordinary Meeting at least once every semester.
- 13.2 Ordinary Meetings shall be called by the President, Secretary or Vice-President, or by the Secretary forthwith upon receipt of the written application of at least twenty percent (20%) of the *Ordinary Members* of the Society.
- 13.3 At least three (3) days' notice of the time and place of an Ordinary Meeting shall be given:

- a) through one of the recognised publications of The University of Sydney Union; and
  - b) if possible, by a mail-out to all members; and
  - c) if possible, through the Society notice board (if one exists).
- 13.4 The President shall chair Ordinary Meetings. In the absence of the President, another *Executive Member* shall chair the Meeting.
- 13.5 Quorum at Ordinary Meetings shall be five (5) *Ordinary Members* if the Society's current membership is no greater than seventy (70) *Ordinary Members*, or ten (10) *Ordinary Members* if the Society's membership is greater than seventy (70) *Ordinary Members*. Quorum must include not less than three (3) *Executive Members*.
- 13.6 The agenda for an Ordinary Meeting shall include:
1. Apologies and leaves of absence
  2. Minutes of the previous meeting
  3. Correspondence
  4. Reports of *Executive Members*
  5. General Business
- 13.7 An Ordinary 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, including:
- a) giving direction to the Executive;
  - b) determining the use of the finances and other assets of the Society; and
  - c) instituting Committees for any purpose of the Society and co-opting Society members onto any Committee.
- 13.8 Dismissal of an Executive Member may occur at an Ordinary Meeting following the procedure as per clause 6.8 of the Constitution.

## 14. General Meetings

- 14.1 The Society shall hold General Meetings as required.
- 14.2 The Secretary may at any time, for any worthy purpose, call a General Meeting, and shall do so forthwith upon receipt of the written application of twenty percent (20%) of Ordinary Members of the Society stating the purposes for which the meeting is called. The business debated at a General Meeting shall be confined to the purposes named in the notice.
- 14.3 Except as provided in section 16 and 19, the Secretary shall give at least fourteen (14) days' notice of the time and place of a General Meeting:

a) through one of the recognised publications of The University of Sydney Union; and

b) by a mail-out to all members; and

c) if possible, through the Society notice board (if one exists).

14.4 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.

14.5 The procedure at all meetings shall follow the normal rules of debate.

14.6 The agenda for a General Meeting shall include:

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. Reports of *Executive Members*.
8. Other reports
9. General business
10. Date of the next meeting

14.7 A General Meeting of the Society has the same powers as an Ordinary Meeting, and may also carry the following motions on notice relating to the affairs of the Society by a two-thirds majority vote of those members present and voting:

- a. granting Honorary Life Membership;
- b. repealing motions and the effect of motions carried at an Ordinary Meeting or Executive Meeting;
- c. amending the Constitution by the procedure provided for in section 19 (which section prevails over any provision of this clause to the extent of any inconsistency)
- d. dismissing Executive Members for failure to adequately perform their executive duties, provided that the Executive Member is given reasonable right of reply reasonable right of reply
- e. dissolving the Society.

14.8 Vacant executive positions may be filled at a General Meeting following the ordinary procedures for election as per section 16.

## 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. The Secretary shall give at least fourteen (14) days' notice of the time and place of an Annual General Meeting:
- a) through one of the recognised publications of The University of Sydney Union; and
  - b) by a mail-out to all members; and
  - c) if possible, through the Society notice board.
- 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 an Executive for the ensuing term; and
  - c) to transact any other business.
- 15.4 The Annual General Meeting shall be held between 9am and 9pm at a place on a campus of The University of Sydney and/or via video conference. The Annual General Meeting shall be chaired by the President or an Executive Member not standing for election to any position.
- 15.5 Quorum at the Annual General Meeting is the lesser of one-third of the Ordinary Members or fifteen (15) Ordinary Members.
- 15.6 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 Executive Members;
  8. Election of the Executive;
  9. General business.
- 15.7 Society meetings may not be held during the University closure period surrounding the Christmas and New Year Public Holidays, and notice must be called outside this period
- 16. Elections**

16.1 The Executive 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 Executive 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
- a) The Secretary must give at least fourteen (14) days' notice of the time and place of the annual elections to be held at the Annual General Meeting:
    - i) through one of the recognised publications of The University of Sydney Union;
    - ii) by mail-out to all members; and
    - iii) if possible, the Society notice board.
  - b) The notice given under this section shall state:
    - i) the day on which nominations open, which shall be at least fourteen (14) days before the day of the elections;
    - ii) the day and time on which nominations close, which shall be no later than the time of the meeting at which the elections are to occur;
    - iii) the time, date and venue of the election; and
    - iv) that only Ordinary Members, and Honorary Life Members who would otherwise be eligible for Ordinary Membership, are eligible to be candidates for election or to vote.
- 16.5 In order to stand for election, nominees must accept nomination.
- 16.6 Before an election the Executive 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.
- 16.7 The Clubs and Societies Programme Manager shall serve as Electoral Arbiter and shall receive any appeals against the decisions of the Returning Officer.
- 16.8 Voting shall be First Past the Post.
- 16.9 The Society may, in a General Meeting, elect any Ordinary Member of the Society to fill any casual vacancy that may occur in the Executive. (A casual vacancy occurs when an Executive Member is dismissed from the Executive or resigns before the term of office has expired.)
- 17. Referrals for disciplinary action**

- 17.1 Where the Executive 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 Executive may call upon that member at a Executive Meeting to show cause why they should not be the subject of a referral for disciplinary action under this section.
- 17.2 The Executive has the right at an Executive Meeting to resolve to recommend to a Society Meeting that a member be the subject of a referral for disciplinary action, 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 Executive concerning the proposed resolution;
  - c) submit to the Executive 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 Executive at or prior to the date of that meeting written representations concerning the proposed resolution
- 17.3 At any Executive Meeting considering a resolution under section 17.2, the Executive 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 Executive by the member or another person concerning the proposed resolution at or prior to the meeting; and
  - d) resolve whether or not to make a recommendation in accordance with clause 17.2.

- 17.4 Where the Executive resolves to makes a recommendation under clauses 17.2 and 17.3, the secretary must, within 7 days after that resolution, by notice in writing inform the member of the recommendation and of the provisions of sections 17.5-17.8.
- 17.5 At the first Society Meeting after notice is given under section 17.4, the recommendation must be read to the Society Meeting and voted on by the members there present.
- 17.6 A recommendation under section 17.3 must be carried by a 75% majority of Ordinary Members present to be endorsed by the membership.
- 17.7 A member the subject of a recommendation under section 17.3 has the right to address the Society Meeting at which that recommendation is to be voted on.
- 17.8 After a recommendation for referral for disciplinary action is endorsed under section 17.6, the Executive must inform the Clubs and Societies Office of the University of Sydney Union of the recommendation, and the conduct or events which have given rise to the referral. The Executive should endeavour to assist the Clubs and Societies Office in relation to any further investigations that Office may wish to make.
- 17.9 For the avoidance of doubt, the Society does not have the power itself to take any disciplinary action against a member other than as provided in this section. However, nothing in this Constitution prevents the Society from preventing a member from participating in a particular Society activity due to:
- a) matters of safety, including but not limited to the perceived ability of that member to participate safely in the activity; or
  - b) numerical limits which may be imposed on participation in an activity, whether such limits are imposed by the Society or others.
- 17.10 In this section, “referral for disciplinary action” means that the Society will formally request that the Clubs and Societies Office of the University of Sydney Union considers the taking of disciplinary action against the member in respect of the conduct or events which has given rise to the referral.

## **18. Appointment of proxies**

- 18.1 For the purpose of any vote (including a vote by the Executive or a subcommittee at a Executive 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.
- 18.2 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.

## **19. Alteration of Constitution**

- 19.1 This Constitution may be amended by a two-thirds majority of those Ordinary Members and Honorary Members who would otherwise be eligible for Ordinary Membership in attendance at any General Meeting, provided that:
- a) written notice of proposed changes has been given to the Secretary not less than twenty-one (21) days before such a meeting,
  - b) the said changes do not contravene The University of Sydney or The University of Sydney Union guidelines,
  - c) the Secretary has given at least fourteen (14) days' notice of those proposed changes to all Members:
    - i) through one of the recognized publications of The University of Sydney Union, and
    - ii) by a mail-out to all members, and
    - iii) if possible, the Society notice board.
  - d) a copy of the amended constitution, and minutes of the meeting at which the amendments were made, are presented to the Clubs & Societies Manager of The University of Sydney Union within fourteen (14) days of the meeting,
  - e) the amendments are approved by the Clubs & Societies Committee and ratified by the Board of The University of Sydney Union.

- 19.2 Constitutional amendments do not become effective until approved by the Clubs & Societies Committee and ratified by the Board of The University of Sydney Union.

## 20. Property and finances

- 20.1 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 a Society Meeting.
- 20.2 The Society shall maintain a bank account.
- 20.3 All payments of the Society shall be by cheque or electronic transfer, signed by at least two members of the Executive, one of whom must be the Treasurer.
- 20.4 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 December each year.
- 20.5 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. Publications Fund**

- 21.1 A special fund is to be maintained called the Publications Fund.
- 21.2 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 Executive designates for this purpose.
- 21.3 Money within the Publications Fund may only be used for the purpose of production, publication and distribution of publications authorised by the Executive.
- 21.4 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 21.3 and 21.4; 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 21.3 and 21.4.

## **22. Code of Ethics**

- 22.1 The Executive 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 Executive deems appropriate.
- 22.2 The Code of Ethics may be altered in the same manner as any by-law.

## **23. Dissolution**

- 23.1 The Society may be dissolved by special resolution as per section 14. The Secretary shall give at least fourteen (14) days’ notice of the time and place of a General Meeting:
  - a) through one of the recognised publications of The University of Sydney Union; and
  - b) by a mail-out to all members; and
  - c) if possible, through the Society notice board.

- 23.2 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.
- 23.3 Despite clause 23.2, 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.

## **24. Inactivity**

The Society is deemed inactive after any continuous six month period in which the Society has remained unregistered. If upon inactivity there remains any monies or properties, the Clubs & Societies Office shall control such properties and 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.

## **25. 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.

## **26. Affiliation with other organisations**

- 26.1 Notwithstanding any provision of this Constitution, the Executive 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.
- 26.2 Whilst such a resolution is in force, and despite section 19, if the Executive so resolves, the Constitution or rules or any part thereof of the organisation referred to in clause 26.1. shall, only if necessary, operate to amend, or take priority over, any provision of this Constitution.

## **27. Transitional provisions**

- 27.1 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
- 27.2 Upon the commencement of this Constitution, any former Constitution of the Society is repealed.

- 27.3 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 provision of this Constitution; or
  - a by-law or resolution made at or after the adoption of this Constitution.
- 27.4 Any person who, immediately before the commencement of this Constitution, held a position on the Executive of the Society is deemed to have been elected to that same position on the Executive of the Society under this Constitution.

## 28. Serving of notices

- 28.1 For the purposes of determining the timing of notice required to be given by a mail-out:
- if the mail-out is by post, 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; and
  - if the mail-out is by email, 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 17th day of June 2024.

President's Signature \_\_\_\_\_



Secretary's Signature \_\_\_\_\_

