



# Australian Speleological Federation

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## ASF Constitution and By Laws

1998 version of the ASF **By Laws** (182 KB pdf file)

## Constitution

**Adopted:** January 1991. **Amended:** January 1993, January 1998, January 1999, January 2002 and January 2005.

## Section A - Constitution and Incorporation

The Australian Speleological Federation was formed in 1956 and became incorporated in the Australian Capital Territory on 2nd March 1984.

The Federation is thereby bound by the provisions of the Australian Capital Territory (ACT) Associations Incorporation Ordinance 1953-1977 and subsequent amendments.

Attention is drawn to clause 116 of the Constitution regarding the necessity for registration of and/or approval of any amendment to the Constitution by the ACT Registrar of Companies.

### This Constitution is arranged as follows:

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## Division 1 - Preliminary

### Name

1. The Association shall be known as the Australian Speleological Federation Incorporated.

### Aims

- 2.

The aims of the Federation are:

- (a) to safeguard and protect the natural environment, specifically the cave and karst environment of Australia;

(b) to gather and disseminate information, develop and promote policies, foster and publish research, and provide education and advice to the Australian community on conserving Australia's karst resources;

(c) to bring together and represent persons interested in caves and karst in Australia and the attainment of the Federation's aims; and

(d) to foster speleology in all of its aspects.

- 2.1 To establish and maintain a public fund to be called "The Australian Speleological Federation Gift Fund" for the specific purpose of supporting the environmental objectives/purposes of the Federation. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.

## Definitions

3. In this Constitution and the by-laws, unless a contrary intention appears:

**"Associate"** means an organisation which has been admitted to associate status with the Federation in accordance with clause 16;

**"Corporate Member"** means an organisation which has been admitted to full membership of the Federation in accordance with clause 10;

**"Council"** means the collection of Councillors and their proxies appointed in accordance with clauses 18 and 19 present at a Council Meeting; "Council Meeting" means a general meeting of the Federation;

**"Councillor"** means a person elected or appointed in accordance with clause 18 to represent a Corporate Member;

**"Executive"** means the committee of the Federation consisting of the President, the Senior Vice-President, three (3) Vice- Presidents, the General Secretary, the Executive Secretary, the Membership Secretary and the Treasurer;

**"Executive Officer"** means a member of the Executive;

**"Executive position"** means an office referred to in the definition of Executive";

**"Federation"** means the Australian Speleological Federation Incorporated;

**"Individual Member"** means a natural person referred to in clauses 13 or 14;

**"Member"** does not include an Associate;

**"Misconduct"** means conduct which is seriously, knowingly or persistently in breach of the law, this Constitution or the by-laws.

**"Provisional Individual Member"** means a person referred to in clause 14B.

**"Provisional Member"** means an organisation which has been admitted to provisional membership of the Federation in accordance with clause 14A.

## Powers

4. The Federation has power, so far as the law permits, to do anything which a natural person may do.

## Structure and Government

- 5.

Except in respect of the matters referred to in clauses 45, 46, 51 and 65:

- (a) the Executive is responsible to, and subject to direction by, the Council; and
  - (b) the Council may, by resolution, do anything which the Executive may do.
6. (a) The government of the Federation is vested in the Executive. The Executive may, unless the law, this Constitution or the by-laws otherwise provide, do anything which the Federation may do.
- (b) The Executive may not exercise a power or perform a function conferred upon the Council by this Constitution, unless the power or function is also conferred upon the Executive by this Constitution or a resolution of the Council pursuant to clause 28.
7. Each Executive Officer, Convenor or member of any Commission or Committee, officer of a Speleological Council, or other agent of the Federation, is responsible to, and subject to direction by, the Executive.
8. The Executive may, by resolution, dismiss or remove from office any Convenor or member of a Commission or Committee, or other officer or agent of the Federation, not including an officer of a Speleological Council or an Executive Officer.
- (a) The Federation's financial year shall be from 1 September to 31 August each year.
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## Division 2 - Membership and Associates

### Corporate Members

9. Full (or Corporate) membership of the Federation shall only be open to those speleological societies which subscribe to the Federation's aims and meet such requirements as may be specified in the by-laws.
10. The Council may, in accordance with the by-laws, by a resolution carried by a two-thirds majority of the votes cast, admit a speleological society to Corporate Membership of the Federation, and that speleological society shall, upon such a resolution, become a Corporate Member of the Federation.
11. Each Corporate Member shall have in its constitution, rules or articles of association a provision requiring it to elect or appoint Councillors in accordance with clause 18 for periods not exceeding two years.

### Individual Members

12. Individual membership of the Federation shall be open to those natural persons who subscribe to the Federation's aims.
13. Any natural person who is a member (whether full, associate, prospective or otherwise) of a Corporate Member in accordance with that Corporate Member's constitution or articles of association, shall be an Individual Member of the Federation for so long as he or she remains a member of that Corporate Member.
14. Notwithstanding clause 13, the Executive may admit a natural person to Individual Membership of the Federation, whether or not that person is a member of a Corporate Member.

### Provisional Members

- 14A. Provisional Membership of the Federation shall be open to any speleological society which subscribes to the Federation's aims and meets such requirements as may be specified in the By-laws. 14B. Any natural person not being an Individual Member as defined in Clauses 13 and 14 who is a member (whether full, associate, prospective or otherwise) of a Provisional Member in accordance with that Society's constitution or articles of association, shall be a Provisional Individual Member of the Federation for so long as he or she remains a member of that Society.
- 14B. Any natural person not being an Individual Member as defined in Clauses 13 and 14 who is a member (whether full, associate, prospective or otherwise) of a Provisional Member in accordance with that Society's constitution or articles of association, shall be a Provisional Individual Member of the Federation for so long as he or she remains a member of that Society.

## Membership Fees

15. Provisions may be made in the by-laws for the quantum and time for payment of membership fees and each member shall comply with those provisions.

## Associates

16. Organisations which subscribe to the Federation's aims but which are not otherwise eligible for membership may, in accordance with the by-laws, be admitted by the Executive or the Council to Associate status with the Federation.
  17. Provision may be made in the by-laws for the payment of fees to the Federation by Associates and each Associate shall comply with those provisions.
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## Division 3 - The Council

### Councillors, Proxies and Votes

18. Each Corporate Member shall appoint or elect Councillors in accordance with the by-laws to represent it at Council Meetings.
19. At each Council Meeting each Councillor (or in the absence of a Councillor, a proxy appointed by or on behalf of the Corporate Member which appointed that Councillor), shall have one vote.
20. Notwithstanding clause 19:
  - (a) a Councillor may act as proxy for one or more other Councillors, in which case he or she shall in addition to his or her own vote, have a vote for each Councillor he or she is proxy for; and
  - (b) a proxy may act as proxy for more than one Councillor, in which case he or she shall have one vote for each Councillor he or she is proxy for.
21. Each Councillor and proxy is responsible to, and subject to direction by, the Corporate Member he or she represents.
22. The President and the person presiding at any Council Meeting shall not act as a Councillor or proxy.

### Council Meetings

23. General (or Council) meetings of the Federation shall be held, so far as practicable, annually, and at each Council Meeting, the date of the next Council Meeting shall be determined.
24. Each alternate Council Meeting shall, so far as practicable, coincide with a national conference organised on behalf of the Federation.
25. The Secretary shall give or cause to be given to each Corporate Member at least six weeks notice in writing of the date and venue of each Council Meeting.
26. Any Individual Member may attend a Council Meeting and take part in discussions unless excluded by a ruling of the Chairperson or a resolution of the Council.

### Quorum for Council Meetings

27. A Council Meeting shall be properly constituted if one third of the Corporate Members are represented by Councillors or proxies.

### Resolutions and Delegations

28. Unless the law, this Constitution or the by-laws otherwise require, the Council may act by resolution carried by a simple majority of the votes cast at a Council Meeting.
29. The Council may by resolution delegate the right to perform any of its functions or exercise any of its powers, other than this power or delegation.
30. Any delegation by the Council:
  - (a) may be revoked at any time by a resolution of the Council, or unless the terms of the delegation otherwise provide, by a resolution of the Executive; and
  - (b) shall not limit or fetter the performance of any function or the exercise of any power of the Council or (unless the resolution otherwise provides) the Executive, even if that function or power is within the terms of the delegation.

## Elections of Executive Officers

31. At each Council Meeting held in accordance with clause 24, the Council shall elect:
  - (a) the President; and
  - (b) four other Executive Officers
32. At every Council Meeting not held in accordance with clause 31 the Council shall elect four Executive Officers.
33. At each election, other than an election for President:
  - (a) one ballot shall be held for all vacancies; and
  - (b) the election shall be conducted by proportional voting.
34. Provisions may be made in the by-laws for:
  - (a) the time and manner within which persons may nominate for candidature at an election; and
  - (b) the means for conducting elections.

## Postal Ballots

35. (a) The President by notice in writing to the Secretary;
    - (b) The Executive by resolution; or
    - (c) Any two Corporate Members by notice in writing to the Secretary, may require a postal ballot to be conducted upon any specified question.
  36. More than one question may be put to postal ballot at one time, and more than one postal ballot may be conducted at one time.
  37. If more than one question is to be put to postal ballot, the Executive shall determine the order in which the questions are put.
  38. Where a postal ballot is to be held, the Secretary shall, after notifying the Executive but within fourteen days of the notice or resolution referred to in clause 35, cause the ballot to be sent to each Corporate Member by a method which will ensure proof of delivery, such as registered post.
  39. The postal ballot shall close eight weeks after the date of the resolution or notice referred to in clause 35, and if a vote has not been received from any Councillor of a Corporate Member by the close of the postal ballot, that Councillor shall be deemed to have abstained.
  40. The Secretary shall give or cause to be given to each Corporate Member within fourteen days of the close of a postal ballot, notice in writing of the outcome of the ballot.
  41. A matter decided by a postal ballot shall be deemed to have been decided by a resolution of the Council.
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## Division 4 - The Executive

## General

42. A person may not be elected as an Executive Officer unless he or she is an Individual Member of the Federation.
43. No person may simultaneously hold more than one Executive position.

## Term of Office

44. Each Executive Officer shall hold office (as a member of the Executive or as President as the case may be) from the end the Council meeting at which he or she is elected until the conclusion of the Council Meeting nearest in time to two years following the Council Meeting at which he or she was elected.

## Allocation of Executive Positions

45. As soon as practicable after every election of Executive Officers, and in any event within six weeks, the Executive shall allocate Executive positions among themselves in accordance with clause 46.
46. The Executive shall appoint one Executive Officer to each of the following Executive positions:

- (a) Senior Vice-President;
- (b) Vice-President;
- (c) Vice-President;
- (d) Vice-President;
- (e) General Secretary;
- (f) Executive Secretary;
- (g) Membership Secretary; and
- (h) Treasurer,

and the person so appointed shall, subject to clauses 48-51A, hold that Executive position until the conclusion of the next Council meeting.

47. No person may continue to hold the same Executive position after six consecutive elections of Executive Officers.

## Resignation

48. An Executive Officer may resign:

- (a) from his or her Executive position; or
  - (b) from the Executive,
- by notice in writing to the Secretary or President.

- 49.

An Executive Officer shall be deemed to have resigned from the Executive if he or she:

- (a) dies;
- (b) is dealt with under the Mental Health legislation of any State or Territory of the Commonwealth of Australia;
- (c) is absent from Australia, or fails to participate in Executive actions, for more than six months without leave of the Executive;

- (d) is dismissed, suspended or removed from office in accordance with clauses 95 or 97; or
- (e) is expelled pursuant to clause 104.

## Casual Vacancies

- 50. If a person resigns from the Executive between Council Meetings, the Executive shall, as soon as practicable, appoint an Individual Member to fill the vacancy.
- 51. If an Executive position becomes vacant between Council Meetings, the Executive:
  - (a) shall, as soon as practicable, appoint an Executive Officer to fill that Executive position; and
  - (b) may re-allocate Executive positions among themselves as though there had just been an election of Executive Officers.
- 51A. (a) If an Executive Officer, whose term of office is not due to end at the conclusion of the next Council meeting, resigns, any person appointed to the Executive to replace that Executive Officer in accordance with clause 51 shall hold office only until the conclusion of the next Council meeting.
  - (b) If an Executive Officer who resigned as referred to in subclause (a) was the President, notwithstanding clauses 31, 32 and 44, at the next Council meeting after the resignation there shall be an election for President, and any person elected as President shall hold office only until the conclusion of the next Council meeting after the Council meeting at which he or she was elected.
  - (c) Where an Executive Officer, other than the President, has resigned as referred to in subclause (a), notwithstanding clauses 31 (b) or 32, at the next Council meeting after the resignation, one election shall be held for such number of Executive Officers as will ensure that after the conclusion of that meeting, there will be sufficient Executive Officers to fill all of the Executive positions referred to in clause 46.
  - (d) After an election as referred to in subclause (c):
    - (i) the four persons who received the highest number of votes shall hold office for the period referred to in clause 44; and
    - (ii) any other persons who were elected to the Executive shall hold office only until the conclusion of the next Council meeting after the Council meeting at which they were elected.
  - (e) If at any election there are not sufficient nominations to fill all Executive positions, for the purposes of clause 51 an Executive position shall be deemed to have become vacant immediately after the conclusion of that Council meeting.

## Chairperson

- 52. The President (and in his or her absence from the meeting or the chair, the Senior Vice-President, and in his or her absence from the meeting or the chair, a Vice-President) shall preside at all meetings of the Council or Executive. If the President, Senior Vice-President and all Vice-Presidents are absent or stands aside from the chair, the Council, or Executive as the case may be, shall appoint some other person to preside.

## Casting Votes

- 53. At any meeting of the Council or the Executive, if there is a tied vote other than in an election of Executive Officers, the person presiding shall have a casting and deciding vote. In the case of a tied vote for the last position in an election of Executive Officers, there shall be a further ballot between the tied candidates to resolve the deadlock. If after a further ballot there is still a deadlock, then the person presiding shall have a casting and deciding vote.

## Executive Meetings and Action

- 54. The Executive shall, so far as practicable, meet at least twice annually.

55. The Secretary shall give, or cause to be given, at least one week's notice verbally or in writing of the date and venue of an Executive meeting to each Executive Officer, unless that Executive Officer is not, at the relevant time, within Australia.
56. An Executive meeting shall be properly constituted if at least five Executive Officers are present or represented by proxy.
57. Unless the law, this Constitution or the by-laws otherwise provide, the Executive may act:
  - (a) at a meeting by resolution carried by a simple majority of the votes cast; or
  - (b) informally, by majority decision, after all Executive Officers who are within Australia at the relevant time, have been consulted, provided that, in respect of an amendment to the by-laws, at least five Executive Officers must support the amendment.
58. An Executive action which purports to be authorised by clause 57(b) shall not be invalid, and an Executive meeting shall not be improperly constituted, if an Executive Officer within Australia at a relevant time has not been consulted in accordance with clause 57(b), or has not received notice in accordance with clause 55, provided that:
  - (a) reasonable attempts have been made to contact that Executive Officer; or
  - (b) the Secretary has sent or caused to be sent, notice to that Executive Officer's last known address, and at least five Executive Officers support the action.

## Delegation

59. The Executive may by instrument in writing delegate the right to perform any of its functions or exercise any of its powers, other than this power of delegation.
60. Any delegation by the Executive:
  - (a) may be revoked at any time by the Executive, or by a resolution of the Council; and
  - (b) shall not limit or fetter the performance of any function or the exercise of any power by the Executive or Council, even if the function or power is within the terms of the delegation.

## Functions of Executive Positions

61. Provisions may be made in the by-laws for the granting or restricting of functions, discretions, powers or responsibilities to or of particular Executive positions.
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## Division 5 - Other Organs

### Speleological Councils

62. The Executive may, in respect of any State or Territory or combination of States or Territories, by a resolution carried by a two-thirds majority of the votes cast, prepare, amend or repeal a Charter for a Speleological Council.
63. Every Corporate Member which is based within a State or Territory to which the Charter applies, is entitled to representation on the Speleological Council in accordance with the Charter.
64. A Speleological Council is entitled, subject to the provisions of this Constitution, in respect of any matter arising within a State or Territory referred to in its Charter and in accordance with its Charter, to do anything which the Federation may do.
65. Where a Speleological Council has made a decision, that decision shall not be challenged or called into question at a Council Meeting, unless the Executive is of the opinion that the decision involves a matter of national importance.

## Commissions

66. The Executive may make by-laws to establish Commissions to attend to specific aspects of the Federation's aims or interests on an ongoing basis.
67. The Executive has power to appoint any Individual Member of the Federation to convene or be a member of a Commission.
68. The Executive has power to amend or repeal the by-laws relating to any Commission.

## Committees

69. The Executive may, at any time, establish for a period not exceeding four years, committees to carry out specific tasks on behalf of the Federation.
70. The Executive has power to appoint any Individual Member of the Federation to convene or be a member of a Committee.
71. As soon as practicable after the establishment of a Committee, the Executive shall record in a resolution the terms of reference of the Committee.
72. The Executive may, at any time, abolish a Committee or amend its terms of reference.

## Non-Executive Vice-Presidents

73. The Executive may, at any time and in its absolute discretion, appoint for a period not exceeding two years at a time, or remove from office, any Individual Member not being an Executive Officer, as a Vice-President of the Federation to carry out specific tasks on behalf of the Federation.
  74. A person who has been appointed a Vice-President pursuant to clause 73 may (if permitted by the Executive) attend an Executive meeting, but is not an Executive Officer of the Federation and is not entitled to vote at any Executive meeting.
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## Division 6 - Public Officer, Seal, Audit

### Public Officer

75. The Executive shall, within fourteen days after the incorporation of the Federation, appoint a person who is resident in the Australian Capital Territory to be the Public Officer of the Federation, and if that office at any time becomes vacant, whether through death, bankruptcy, resignation or by ceasing to be a resident of the Australian Capital Territory, the Executive shall within fourteen days of the office becoming vacant, appoint a person resident in the Territory to fill the vacancy.
76. The Public Officer shall, within fourteen days after his or her appointment, give notice in writing to the Registrar of Incorporated Associations in the Australian Capital Territory of his or her appointment and of his or her full name and address.
77. If the Public Officer changes his or her address he or she shall, within fourteen days after the change, give notice in writing to the Registrar of Incorporated Associations in the Australian Capital Territory of the change.

### Seal

78. The seal of the Federation shall be in the form of a rubber stamp, inscribed with the name of the Federation and the word "seal".
79. The seal shall be kept by the Public Officer.
80. The seal shall not be affixed to any document or instrument except by the authority of the Executive.

## Audit

81. At least once in each period of twelve months the Executive shall:
- (a) cause the affairs of the Federation to be audited by a person who is not an Individual Member of the Federation and who is not the Public Officer of the Federation;
  - (b) cause the audited statement of accounts to be presented to the next Council Meeting; and
  - (c) cause the Public Officer of the Federation to file with the Registrar of Incorporated Associations in the Australian Capital Territory within one month after the preparation of the audited accounts, a copy of those accounts certified to be correct by the person who audited the accounts.
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## Division 7 - Suspension, Expulsion, Misconduct

### Suspension and Lapse

82. The rights and privileges of a Member (whether Corporate or Individual) shall be automatically suspended if membership fees are not paid in respect of that Member in accordance with the by-laws.
83. If membership fees are not paid in respect of a Member in accordance with the by-laws for two years, the Member shall, for all purposes, cease to be a Member of the Federation.
84. The rights and privileges of a Member shall be automatically reinstated if all membership fees in respect of that Member are received before the time referred to in clause 83.
85. The rights and privileges of a Corporate Member shall be automatically suspended if at the commencement of any Council Meeting that Corporate Member is not represented by Councillors and/or proxies and that Corporate Member has not been so represented at the two preceding Council Meetings.
86. If the rights and privileges of a Corporate Member remain suspended pursuant to clause 85 for two successive Council Meetings, that Corporate Member shall at the end of the second successive Council Meeting, for all purposes, cease to be a Corporate Member of the Federation.
87. The rights and privileges of a Corporate Member shall be automatically reinstated if that Corporate Member becomes properly represented at a Council Meeting before it would, but for this clause, cease to be a Corporate Member in accordance with clause 86.
88. For the purposes of:
- (a) calculating entitlements to votes, whilst the rights and privileges of an Individual Member are suspended pursuant to clause 82, that Individual Member shall be deemed not to be an Individual Member; and
  - (b) calculating quorums, whilst the rights and privileges of a Corporate Member are suspended pursuant to clauses 82 or 85, that Corporate Member shall be deemed not to be a Corporate Member.
89. If any fee owed by an Associate is overdue by two months, the Associate shall, for all purposes, cease to be an Associate.

### Misconduct of Certain Officers

90. (a) Any Executive Officer;
- (b) Any two Corporate Members; or
- (c) Any ten Individual Members,
- may by notice in writing to the Secretary or the President make a complaint alleging misconduct on the part of an Executive Officer (or officer of a Speleological Council).
91. Upon receipt of such a complaint, the Executive may, if it thinks fit, by notice in writing call upon the Officer in

respect of whom the complaint has been made (hereafter "the relevant officer") to answer the allegations.

92. The Executive shall not call upon an officer of a Speleological Council to answer allegations as referred to in clause 91, unless it first gives ten weeks notice in writing to the relevant Officer and the Speleological Council concerned of its intention to do so, during which time that Speleological Council may, if it thinks fit, take such steps with respect to the matter in accordance with its Charter as it considers appropriate.
93. If the Executive decides to call upon the relevant officer pursuant to clause 91, the relevant officer may, at his or her election:
  - (a) attend an Executive meeting convened for the purpose to answer the allegations;
  - (b) appoint some other person to attend on his or her behalf to answer the allegations; and/or
  - (c) answer the allegations in writing.
94. The Executive shall give the relevant officer an opportunity to be heard in respect of the matters alleged to be relevant to the alleged misconduct.
95. If the Executive is of the opinion that a case for misconduct has been made out, it may by resolution suspend the relevant officer and, if it thinks fit, appoint some other Individual Member to act in the office concerned.
96. If the Executive passes a resolution referred to in clause 95:
  - (a) the President or Secretary shall, within fourteen days, give notice in writing to the relevant officer of the Executive's resolution; and
  - (b) the relevant officer may, within one month of receiving notice as referred to in sub-clause (a), by notice in writing to the Secretary or the President, refer the matter to the Council.
97. The Council may in its absolute discretion or for any reason and at any time by resolution or postal ballot dismiss, suspend or remove from office any Executive Officer, Convenor or member of a Commission or Committee, officer of a Speleological Council, or other agent of the Federation.
98. The provisions of clauses 90-97 inclusive shall not limit or fetter any right or power of a Speleological Council to take such steps as it thinks fit, in accordance with its Charter, in respect of any of its officers or agents.

## Expulsion of Members and Associates

99. (a) Any Executive Officer;
  - (b) Any two Corporate Members; or
  - (c) Any ten Individual Members, may by notice in writing to the Secretary or the President make a complaint alleging misconduct on the part of a Corporate or Individual Member.
100. Upon receipt of such a complaint, the Executive or the Council may, if it thinks fit, after passing a resolution, by notice in writing call upon the Member in respect of whom the complaint has been made (hereafter "the relevant member") to answer the allegations.
101. If the Executive or Council decides to call upon the relevant member pursuant to clause 100:
  - (a) the matter shall be dealt with at the next Council Meeting; and
  - (b) the Secretary shall give notice of the resolution referred to in clause 100 to the relevant member and all Corporate Members not less than one month prior to that Council Meeting.
102. If the Executive or Council decides to call upon the relevant member pursuant to clause 100, the relevant member may, at his, her or its election:
  - (a) attend the Council Meeting at which the matter is to be considered to answer the allegations;
  - (b) appoint some other person or persons (in the case of a Corporate Member, including its Councillors) to attend the Council Meeting at which the matter is to be considered to answer the allegations; and/or
  - (c) answer the allegations in writing.
103. The Council shall give the relevant member an opportunity to be heard in respect of the matters alleged to be relevant to the alleged misconduct.
104. If the Council is of the opinion that a case for misconduct has been made out, it may by resolution, expel the relevant member from the Federation.

105. A resolution carried by a two-thirds majority of the votes cast at a Council Meeting shall be required to expel a Corporate Member from the Federation.
  106. If an Individual Member is expelled from the Federation by a resolution of the Council, that person shall not be or again become an Individual Member of the Federation even if he or she remains or becomes a member of a Corporate Member, unless he or she is first re-admitted as an Individual Member in accordance with clause 14.
  107. The Council may in its absolute discretion or for any reason and any time by resolution or postal ballot expel an Associate.
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## Division 8 - Miscellaneous

### Pecuniary Interests

108. A Councillor, proxy or Executive Officer who has a pecuniary interest in any contract or arrangement made or proposed to be made with the Federation shall disclose that interest at the first meeting of the Council or Executive at which the contract or arrangement is first taken into consideration or at the first Council or Executive Meeting after acquisition of the interest.
109. Any person who has an interest as referred to in clause 108 shall abstain in any vote relating to the interest, contract or arrangement.
- 109A. (a) The liability of any Member to contribute towards the payment of debts and liabilities of the Federation or the costs, charges and expenses of the winding up of the Federation is limited to the amount, if any, unpaid by that Member in respect of the membership of the Federation as required by clause 15.  
  
(b) The liability of any Associate to contribute towards the payment of debts and liabilities of the Federation or the costs, charges and expenses of the winding up of the Federation is limited to the amount, if any, unpaid by that Associate in respect of the fees required to be paid by clause 17.

### Notices

110. Any notice required to be given under this Constitution or the by-laws shall, unless this Constitution or the by-laws otherwise require be sufficiently given if:
  - (a) it is sent by ordinary post to the last known address of the person or Member to be served; or
  - (b) notice of the matter came to the attention of the person or Member to whom notice is required to be given.

### Awards and Fellowships

111. The by-laws may make provisions for the bestowing of awards, including fellowships of the Federation.

### Amendment to the Constitution

112. Alteration of the Constitution shall be possible only at a Council Meeting of the Federation and shall not be conducted by postal ballot.
113. This Constitution shall not be altered unless notice of motion for alteration of the Constitution has been given in writing to the Secretary not less than two months prior to the Council Meeting at which the motion is to be entertained and the Secretary has given notice in writing to all Members not less than one month prior to that Council Meeting.
114. A motion for alteration to this Constitution shall be moved and seconded by Corporate Members, or proposed by the Executive.
115. This Constitution shall not be altered unless a resolution is carried by a majority of three quarters of the votes cast at a Council Meeting by members who exercise their entitlement to vote, and not less than one half of the Members

support the resolution.

116. Within one month of any motion for alteration of the Constitution being carried, the Public Officer of the Federation shall file with the Registrar of Incorporated Associations in the Australian Capital Territory a copy of the alteration and the alteration shall have no effect until this requirement has been met, and in the case of an alteration to the aims of the Federation, until the approval of the Registrar has been obtained.

## By-Laws

117. The Council or the Executive may make by-laws not inconsistent with the law or this Constitution for the government or administration of the Federation, for the carrying into effect of any part of this Constitution, for the attainment of any of the Federation's aims, or for any matter incidental thereto.
118. The Council may amend the by-laws by resolution.
119. Unless the by-laws otherwise provide, the Executive may amend the by-laws by resolution.

## Non-Profit

120. The income and property of the Federation shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the organisation, other than by way of payment for services actually rendered or goods actually supplied to the Federation.
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## Division 9 - Public Fund

### Ministerial Rules

121. The Federation agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the Fund are only used for its principal purpose.

### Reporting Requirements

122. The Federation must inform the Department responsible for the environment as soon as possible if:
  - (a) it changes its name or the name of its public fund; or
  - (b) there is any change to the membership of the management committee of the Public Fund; or there has been any departure from the model rules of the public fund.

### Statistical Information

123. Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year.
124. An audited financial statement for the Federation and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.

### Conduit Policy

125. Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and not be influenced by the preference of the donor.

### Winding-up of the Fund

126. In case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.

### Rules for Administration of the Australian Speleological Federation Gift Fund ("The Fund")

127. (a) The objective of the fund is to support the Federation's environmental purposes.
- (b) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the Federation.
- (c) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
- (d) A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the organisation.
- (e) Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
- (f) The fund will be operated on a non-profit basis.
- (g) A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the organisation. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.
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### Division 10 - Other

#### Commencement and Transitional Provisions

128. Any provision, by-law, resolution or terms of reference of any organ of the Federation which is in effect immediately before the commencement of this Constitution shall continue to have effect as though it was a by-law made under this Constitution, unless it is inconsistent with:
- (a) a provision of this Constitution; or
- (b) a by-law or resolution of the Council or Executive made at or after the adoption or commencement of this Constitution.

#### Winding-up

129. A motion for the winding-up or dissolution of the Federation shall be dealt with in the same way as a matter for alteration of the Constitution except that such a motion will require not less than a ninety percent majority of the votes cast to be carried.
130. In the event of a winding-up, such assets of the Federation as may remain after satisfaction of creditors shall be given to such organisations which, so far as practicable have aims or objectives similar to those of the Federation, as may be chosen:

(a) at the final meeting of the Federation;

(b) in default thereof by the person winding-up the Federation or by a Judge of the Supreme Court of the Australian Capital Territory.