
CHARTER

of the

SOUTH AUSTRALIAN SPELEOLOGICAL COUNCIL

1 NAME

- 1 The name of the organisation shall be the "South Australian Speleological Council", herein after called the Council.

2 AIMS AND OBJECTIVES

The Aims and Objectives for which the Council is founded are:

- 1 to speak on behalf of or to represent the interests of members, where appropriate.
- 2 to provide a forum for discussion of issues and concerns to members, and where agreed by the Council, to take action on any such issues.
- 3 to arrange such joint activities or integration of society activities as may be agreed by the members.
- 4 to coordinate cave access where the landowner and or cave manager sees fit to allow the Council to control access.
- 5 to encourage safe and minimal impact caving practice through the creation and maintenance of caver skills.
- 6 to promote speleological activities amongst the membership by the exchange of data on South Australian caves.
- 7 to promote the aims of the Australian Speleological Federation.
- 8 to encourage conservation of caves, their content and environment.
- 9 to liaise closely with relevant organisations and individuals, scientific institutions and landowners in the furtherance of these aims and objectives.
- 10 in accordance with this Charter, to undertake any other activity or action agreed to by members.

3.1 MEMBERSHIP

- 1 The Council shall be comprised of those organisations who subscribe to this Charter and agree to conform to the By-Laws of the Council.

3.2 MEMBERSHIP STRUCTURE

1 Speleological Membership shall be available to those bodies which:

- (a) are a member society of the Australian Speleological Federation or
- (b) subscribe to the Council's aims and objectives and have as their principal purpose the conduct of caving or speleological activities.

These shall be known as Speleological Members of the Council.

2 Associate Membership shall be available to those bodies with aims and objectives similar to or related to those of the Council.

These shall be known as the Associate Members of the Council.

3.3 MEMBERSHIP ACCEPTANCE

1 Associate Members cannot vote in ballots concerning membership nomination nor membership termination.

2 Prospective members shall be nominated in writing to the Secretary by at least two (2) Speleological Members stating the class of membership applied for.

The Secretary shall:

- (a) send a Membership Nomination Ballot Form not later than two (2) weeks after receipt of the nomination to all Speleological Members.
- (b) attach to the Membership Nomination Ballot Form a brief biography, supplied by the prospective member, of the prospective member.
- (c) acknowledge the prospective member and detail the voting procedure.
- (d) act as Returning Officer for the Membership Nomination Ballot Forms, which must be returned within one (1) month.
- (e) declare the result of the ballot, to the prospective member and all other members, not later than one (1) week after the return date or at the General Meeting, whichever is the earlier.

3 At least fifty percent (50%) of Speleological Members must vote on all Membership Nomination Ballots.

4 At least thirty three percent (33%) of voting Speleological Members opposing a membership nomination shall render the prospective member ineligible to join the Council within the next one (1) year.

5 Any two (2) Speleological Members may by notice in writing to the Secretary make a complaint alleging misconduct on the part of a member.

The Secretary shall:

- (a) send a Membership Termination Ballot Form to all Speleological Members not later than two (2) weeks after receipt of the complaint.
- (b) attach to the Ballot Form a statement of the complaint and the alleged misconduct.
- (c) act as Returning Officer for the Membership Termination Ballot Forms which must be returned within one (1) month.
- (d) declare the result of the Ballot to the Member facing termination of membership and all other members, not later than one (1) week after the return date or at the next General Meeting, whichever is the earlier.

6 The member concerned in a termination of membership shall be given the opportunity to be heard before the close of the Ballot.

- 7 Termination of membership shall occur if more than seventy percent (70%) of all Speleological Members are in favour of the termination.
- 8 Membership shall lapse if no communication is received by the Council for a period exceeding twelve (12) months.
- 9 Lapsed membership may be reinstated by a vote on a foreshadowed motion noted on the agenda, of those members present at a General Meeting if the lapsed membership does not exceed twelve (12) months.
- 10 Subject to the provisions of this Charter, each Member shall be autonomous. The Council shall not incur or purport to incur any debt or other liability on behalf of any Member. The Board shall not be responsible for the debts or other liabilities incurred by any Member.
- 11 Every delegate ceasing to be a member of the Board or Member ceasing to be a member of Council shall:
 - (a) continue to be liable for all monies due to the Council, and
 - (b) immediately forfeit all rights to all claims upon the Council, which that delegate or Member would have had by reason of their being a delegate or Member.

4.1 COUNCIL STRUCTURE

- 1 The business of the Council shall be carried out by a Board comprising the delegates of Members.
 - (a) Speleological Members shall have the right to appoint up to two (2) delegates to the Board. The delegates will be recognised upon written notification to the Board by the member.
 - (b) Associate Members shall have the right to appoint one (1) delegate to the Board. The delegate will be recognised upon written notification to the Board by the member.
- 2 The Board shall have the power to do all such things as necessary to carry out the aims and objectives of this Charter.
- 3 The Board shall have the right of veto over the Executive Committee.

4.2 EXECUTIVE COMMITTEE

- 1 An Executive Committee consisting of President, Secretary, Treasurer and one other person appointed by the Board is empowered to manage the affairs of Council and to act on behalf of the Board during periods between Board meetings. Any actions taken by the Executive Committee shall be reported to the Board.
- 2 The Executive Committee shall:
 - (a) include delegates from at least three (3) Speleological Members.
 - (b) prepare a budget.
- 3 Executive Officers shall serve a maximum term of four (4) consecutive years in any one Executive position unless an extension of this period is agreed to by all delegates present at the meeting electing the Executive Officers.
- 4 Executive Officers shall serve on the Executive Committee for not more than five (5) consecutive years.
- 5 Any casual vacancies shall be filled by the Executive but any officer filling a casual vacancy shall only hold office until the conclusion of the next Annual General Meeting.
- 6 Within three (3) months following their elections the Executive shall appoint an Auditor, who shall be a member of an Accounting Society.

4.3 OFFICE BEARERS

- 1 President:
 - (a) shall be the spokesperson for the Council.
 - (b) shall preside over all Executive meetings.
- 2 Secretary:
 - (a) shall keep true and correct records of the minutes of the Executive and Board meetings, discharge other duties as may be assigned, and conduct the correspondence of the Council.
- 3 Treasurer:
 - (a) shall keep true and correct accounts and books showing the affairs of the Council.
 - (b) shall submit a written report to the Executive of a statement of the financial affairs of the Council, from time to time.
 - (c) shall prepare the Balance sheet and Statement of Income and Expenditure as at the 31st December each year, and cause to have it audited for presentation to the Annual General Meeting of the Council.
- 4 Membership Officer:
 - (a) shall keep and maintain a register containing the names and postal addresses of all Members, all delegates and all Standing Committees and Sub-Committee Members.
- 5 Legal Officer:
 - (a) shall ensure that the Council operates according to this Charter.
 - (b) shall ensure that the Council operates in accordance with statutory law.
- 6 Australian Speleological Federation (ASF) Liaison Officer:
 - (a) shall communicate with the ASF on behalf of the Council.
 - (b) shall attend ASF Council meetings as the representative of Council.

4.4 THE CHAIR OF THE BOARD

- 1 The Chair shall preside over all General, Special and Annual General Meetings.
- 2 The Chair shall rotate amongst the Members on an annual basis.
- 3 The Chair shall be elected at the Annual General Meeting and will take office at the conclusion of that meeting.
- 4 The Chair has no voting rights and will not be a delegate of a Member organisation but shall be financial member of a Member organisation.
- 5 If the Chair is absent from a meeting, the Board shall appoint another person to preside from amongst its members. This person shall have voting rights.
- 6 If the Chair stands aside from the position of the Chair, the Board shall appoint another person from amongst its Members to preside over meetings until the next Annual General Meeting.

4.5 STANDING AND AD-HOC COMMITTEES

- 1 The Board may appoint Standing Committees and or Sub-Committees with such powers and authority as are specified by the Board. Membership of these committees need not be confined to membership of the Speleological Member or Associate Member organisations.
- 2 A Standing Committee shall be a committee whose purpose, formation, powers and operation thereof, is defined in a By-Law.
- 3 The Chair of any Standing Committee or Sub-Committee shall be a delegate of a Member.
- 4 The Chair of the standing Committee or Sub-Committee shall present a written report to the Board as requested.

5 ELECTION OF OFFICE BEARERS

- 1 The delegates, in person or by proxy, shall elect on the basis of one (1) vote per delegate the Executive Committee of the Council at the Annual General Meeting.
- 2 The method of election shall be by ballot.
- 3 All candidates must be delegates of a current financial Member.
- 4 All ballots shall be conducted by one (1) or more scrutineers, appointed by the meeting. A candidate shall not be a scrutineer.
- 5 In the event of an equality of the ballot being cast in favour of two (2) or more candidates the Chair shall cause another ballot to be cast between the candidates concerned. In the event of a second equality of the ballot being cast the Chair shall draw lots between the candidates concerned, to decide.
- 6 Elected office bearers shall assume office at the conclusion of the Annual General Meeting.

6 MEETINGS

- 1 Minutes shall be kept of all meetings.
- 2 Minutes of General, Special and Annual General Meetings shall be sent to all delegates within thirty (30) days after the meeting.
- 3 Observers may attend meetings and participate at the discretion of the Board.
- 4 **GENERAL MEETINGS**
 - (a) The Board shall hold a General Meeting at least twice (2) in every year, one (1) of which shall be the Annual General Meeting.
 - (b) The Board may determine the frequency of General Meetings with regard to the above clause.
 - (c) The Secretary of the Council shall, at least four (4) weeks prior to the date fixed for holding a General Meeting of the Board, send notices in writing to all delegates of the Board specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted thereat.
- 5 **SPECIAL GENERAL MEETINGS**
 - (a) The Board may, whenever it thinks fit, convene a special meeting of itself.
 - (b) The Executive Committee shall, on the requisition in writing of not less than two (2) members, one of which must be a Speleological Member, convene a Special General Meeting of the Board. At least fourteen (14) days written notice shall be given to all delegates.
The Notice shall, at least:
 - (i) state the members and delegates calling the meeting.
 - (ii) state the objective of the meeting including any motions to be put.
 - (c) A Special General Meeting shall be limited in its discussion to that for which Notice was given unless a motion is carried otherwise.
- 6 **ANNUAL GENERAL MEETINGS**
 - (a) The Annual General Meeting shall be held within the first four (4) months of the calendar year for the presentation of the Annual Report and the election of Office Bearers.
 - (b) The Board shall elect a Liaison Officer to the Australian Speleological Federation at the Annual General Meeting.

7 QUORUM AT MEETINGS

- (a) General, Special and Annual General Meetings shall have a quorum equal to sixty percent (60%) of Members.
- (b) Executive meetings shall have a quorum of three (3).
- (c) Postal votes shall not form part of a quorum.
- (d) No item of business shall be transacted at a meeting unless a quorum of delegates entitled under this Charter to vote is present during the time when the meeting is considering that item.
- (e) No item of business shall be transacted at an Executive meeting unless a quorum of executive officers entitled under this Charter to vote is present during the time when the meeting is considering that item.

7 VOTING

- 1 The Board shall operate under a spirit of consensus and where this does not occur a motion shall require a seventy percent (70%) majority to carry that motion except where stated otherwise in this Charter.
- 2 All delegates have equal voting power.
- 3 Delegates shall be free to vote according to their conscience on all matters other than:
 - (a) motions submitted by their Member organisation
 - (b) amendments to the Charter and
 - (c) dissolution of the Council,when they shall follow any expressed or implied instructions given by their Member organisations.
- 4 In the event that two (2) delegates representing one Speleological Member cast opposing votes on a motion proposing an amendment to the Charter, that Member shall be deemed to have voted against the proposed amendment.
- 5 In the event that two (2) delegates representing one Speleological Member cast opposing votes on a motion proposing dissolution of the Council, that Member will be deemed to have voted against dissolution.
- 6 Proxy votes are acceptable for all motions except for an alteration to the Charter. Proxies must be in writing from an Executive Officer of the Member, or failing that by the delegate, and delivered to the Chair prior to the commencement of the meeting.
 - (a) A delegate's presence shall negate their proxy.
 - (b) A delegate may only hold a single proxy.
- 7 Postal Votes
 - (a) are acceptable for all motions provided that they are signed by a delegate or an Executive Officer of the Member and received by the Chair prior to the commencement of the meeting.
 - (b) received on a motion shall cause that motion to be put without amendment.

8 FINANCE

- 1 True and correct records of accounts shall be kept of:
 - (a) the sums of money received and expended by the Council, and the manner in which such receipt and expenditure takes place, and
 - (b) the property, assets and liabilities of the Council.

- 2 The financial year of the Council shall be a Calendar year.
- 3 Fees and levies may be charged from time to time as determined by the Board.
- 4 All Members shall pay a joining fee on application.
- 5 The Council shall have the power to invest funds in any way it deems fit.
- 6 All monies received shall be deposited in the Council's accounts within thirty (30) days of receipt.
- 7 Withdrawals on the Council's accounts are to be signed by any two (2) of the Executive.
- 8 The income and assets of the Council shall be applied exclusively to the promotion of the aims and objectives.
- 9 No portion of the income and assets of the Council shall be paid or applied except for the payment of authorised expenses or activities.
- 10 The Council shall be responsible for the remuneration of reasonable and proper expenses that may be incurred by any delegate authorised to attend on behalf of the Council any intra or interstate meeting.

9 BY-LAWS

- 1 The Board may promulgate By-Laws governing the orderly working and conduct of the Council, and may vary and interpret such By-Laws.

10 CHARTER

- 1 Any doubt arising as to the application or meaning of any Clause in this Charter shall be decided by a seventy percent (70%) majority of delegates at a General Meeting, whose decision shall be final and conclusive.
- 2 AMENDMENTS TO THE CHARTER
 - (a) This Charter may be amended at a Special or Annual General Meeting, called in accordance with this Charter, by a seventy percent (70%) majority of the entire number of Members.
 - (b) All Amendments shall be given on Notice in writing.
- 3 The Secretary shall supply a copy of the Charter and of the current By-Laws without charge:
 - (a) to all prospective Members
 - (b) on reasonable request.

11 INDEMNITY FOR OFFICERS AND MEMBERS

- 1 No Executive Member, Member, officer or delegate or servant of the Council shall be liable for the accounts, receipts, neglects, acts, offences or defaults of any other such person as aforementioned, nor for the joining in any expense incurred by the Council through the insufficiency or deficiency of any securities in or upon which any of the monies of the Council shall be invested, or for any loss or damage arising from bankruptcy, insolvency, or criminal or tortious acts of any person with whom any monies, securities, or effects shall be deposited, or any loss, damage or misfortune whatever, which shall happen in the execution of the duties of the office, or in relation thereto, unless the same happened through the person's own negligence, default, collusion, breach of duty, breach of trust, or criminal act or conduct as proven in any Australian Court of Summary Jurisdiction either by criminal or civil action.

12 DISSOLUTION

- 1 The Council shall dissolve if:
 - (a) a motion to this effect is carried at a Special General Meeting, called in accordance with this Charter, by a seventy percent (70%) majority of the entire number of Members, or
 - (b) financial Speleological Membership drops to one (1) Member, or
 - (c) thirteen (13) months elapse without a General Meeting.
- 2 In the event of a dissolution, all net assets and records shall be distributed to the remaining Members who are registered exempt bodies of the Australian Taxation Office.
- 3 In the event of there being no Members, the Australian Speleological Federation shall inherit all assets and records of the Council.
- 4 In the event of the non-existence of the Australian Speleological Federation, the South Australian Museum shall inherit all assets and records of the Council.

13 QUALIFIER

- 1 Wherever in this Charter and By-Laws the singular is used or implied then, if possible in the context, the plural is to be read and vice versa.