



CONSTITUTION OF THE AUSTRALIAN SPELEOLOGICAL FEDERATION INCORPORATED

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

Adopted 5th January 1991

(With amendments 1993, 1998, 1999, 2001, 2005, 2009, 2017, 2021; and clause renumbering 2017, 2018)

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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 Karst Conservation Fund" for the specific purpose of supporting the environmental objects/purposes of the Federation. The Fund is established to receive all Karst Conservation donations of money or property for this purpose and any money received because of such Karst Conservation donations 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:

"**ACNC**" means Australian Charities and Not-for-profits Commission who is the national regulator of charities

"**Associate**" means an organisation which has been admitted to associate status with the Federation in accordance with clause 19;

"**Corporate Member**" means an organisation which has been admitted to full membership of the Federation in accordance with clause 11;

"**Council**" means the collection of Councillors and their proxies appointed in accordance with clauses 21 and 22 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 21 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 14 or 15;

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

"**Provisional Corporate Member**" means an organisation which has been admitted to Provisional Corporate membership of the Federation in accordance with clause 16.

"**Provisional Individual Member**" means a person referred to in clause 17.

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

a "**natural person**" is a person (in legal meaning. i.e., one who has its own legal personality) that is a human being, as opposed to a legal person, which may be a private (i.e., business entity or non-governmental organization) or public (i.e., government) organization.

"**Post**" or "**Postal**" refers to paper or physical mail as well as electronic mail.

"**Notice in writing**" means either a paper notice or notice through electronic means.

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 48, 49, 54 and 69:
 - (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 31.
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.

9. The Federation's financial year shall be from 1 September to 31 August each year.

DIVISION 2 - MEMBERSHIP AND ASSOCIATES

Corporate Members

10. 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.
11. 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.
12. Each Corporate Member shall have in its constitution, rules or articles of association a provision requiring it to elect or appoint a Councillor/s in accordance with clause 21 for periods not exceeding two years.

Individual Members

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

Provisional members

16. Provisional Corporate 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.
17. Any natural person not being an Individual Member as defined in Clauses 14 and 15, who is a member (whether full, prospective or otherwise) of a Provisional Corporate 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

18. 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

19. 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.
20. 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.

DIVISION 3 - THE COUNCIL

Councillors, Proxies and Votes

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

Council Meetings and Extra Ordinary Council meetings

26.
 - (a) Annual General (or Council) meetings of the Federation shall be held at least annually.
 - (b) An Extra Ordinary Council meeting maybe called by a resolution of the Executive with 6 weeks' notice given to the ASF Corporate members
 - (c) ASF Corporate members may call an Extra Ordinary Council meeting if one third of the ASF Corporate Members sign a letter and it is sent to the ASF General Secretary.
27. As far as practicable, a Council Meeting shall coincide with a national conference organised on behalf of the Federation.
28. 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.

29. (a) 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.
- (b) An Individual Member who is not a member of a Corporate Member is not entitled to vote at Council Meetings.
- (c) **Use of technology at general meetings**
- (i) A Council or extra ordinary meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the Federation's members a reasonable opportunity to participate. Examples include phone or internet link
- (ii) A member of the Federation who participates in a Council or extra ordinary meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Quorum for Council Meetings and Extra ordinary Council meetings

30. (a) A Council Meeting shall be properly constituted if one third of the Corporate Members are represented by Councillors or proxies.
- (b) No item of business may be transacted at a general meeting unless a quorum of members is present.
- (c) If within 30 minutes after the appointed time for the start of a Council meeting a quorum is not present, those present will adjourn the meeting for 1 hour.
- (d) If at the adjourned meeting a quorum is not present, the members present (being not less than 5) constitute a quorum.
- (e) The quorum and meeting requirements for an extra ordinary Council meeting are as per the annual Council meeting requirements.

Resolutions and Delegations

31. 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.
32. 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.
33. 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

34. At each Council Meeting held in accordance with clause 27, the Council shall elect:
 - (a) the President; and
 - (b) four other Executive Officers.
35. At every Council Meeting not held in accordance with clause 34 the Council shall elect four Executive Officers.
36. 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.
37. 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

38.
 - (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.
39. 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.
40. If more than one question is to be put to postal ballot, the Executive shall determine the order in which the questions are put.
41. 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 38, cause the ballot to be sent to each Corporate Member by a method which will ensure proof of delivery.
42. The postal ballot shall close eight weeks after the date of the resolution or notice referred to in clause 38, 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.
43. 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.
44. A matter decided by a postal ballot shall be deemed to have been decided by a resolution of the Council.

DIVISION 4 - THE EXECUTIVE

General

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

Term of Office

47. 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

48. 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 49.
49. 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 51-55, hold that Executive position until the conclusion of the next Council meeting.
50. No person may continue to hold the same Executive position after six consecutive elections of Executive Officers.

Resignation

51. 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.

52. 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 99 or 101; or
 - (e) is expelled pursuant to clause 108.

Casual Vacancies

53. 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.
54. 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.
55. (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 54 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 34, 35 and 47, 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 34 (b) or 35, 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 49.
- (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 47; 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 54 an Executive position shall be deemed to have become vacant immediately after the conclusion of that Council meeting.

Chairperson

56. 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 stand aside from the chair, the Council, or Executive as the case may be, shall appoint some other person to preside.

Casting Votes

57. 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

58. The Executive shall, so far as practicable, meet at least twice annually.
59. The Executive 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.
60. An Executive meeting shall be properly constituted if at least five Executive Officers are present or represented by proxy.
61. 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.
62. An Executive action which purports to be authorised by clause 61(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 61(b), or has not received notice in accordance with clause 59, provided that:
- (a) reasonable attempts have been made to contact that Executive Officer; or
 - (b) the Executive 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

63. 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.
64. 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

65. 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.

DIVISION 5 - OTHER ORGANS

Speleological Councils

66. 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.
67. 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.
68. 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.
69. 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

70. 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.
71. The Executive has power to appoint any Individual Member of the Federation to convene or be a member of a Commission.
72. The Executive has power to amend or repeal the by-laws relating to any Commission.

Committees

73. 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.

74. The Executive has power to appoint any Individual Member of the Federation to convene or be a member of a Committee.
75. As soon as practicable after the establishment of a Committee, the Executive shall record in a resolution the terms of reference of the Committee.
76. The Executive may, at any time, abolish a Committee or amend its terms of reference.

Non-Executive Vice-Presidents

77. 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.
78. A person who has been appointed a Vice-President pursuant to clause 77 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.

DIVISION 6 - PUBLIC OFFICER, SEAL, AUDIT

Public Officer

Notice of public officer's appointment or change of address

79. A person who is appointed to be the public officer of the Australian Speleological Federation must, be a resident of the Australian Capital territory and not later than 1 month after being appointed, lodge with the registrar-general a notice of the appointment.

79a Vacancy in office of public officer

- (1) The ASF Executive or Council may, by resolution, remove its public officer from office.
- (2) The office of the Public Officer of The ASF is taken to be vacant if the Public Officer—
 - (a) is removed from office under subsection (1); or
 - (b) resigns from office; or
 - (c) dies; or
 - (d) becomes bankrupt or personally insolvent; or
 - (e) suffers from mental or physical incapacity; or
 - (f) was convicted or released from imprisonment for an offence mentioned in section 63 (1) of the Act within 5 years immediately before the public officer's appointment, or is convicted of such an offence after taking office; or
 - (g) is disqualified from managing a corporation or
 - (i) ceases to reside in the ACT.

- (3) If a vacancy occurs in the office of the public officer of an incorporated association, the Executive must, within 14 days after the vacancy occurred appoint a person to fill the vacancy
80. If the Public Officer of the Australian Speleological Federation changes address, the Public Officer must, within 1 month after the change, lodge with the registrar-general a notice of the change.
81. Clause 80 does not apply as long as the Australian Speleological Federation is a registered entity with the ACNC.

Seal

82. to 84 Clauses 82, 83, 84 have been deleted as a common seal is no longer required under the ACT Associated Incorporations Act (1991 with 2019 amendments)

Audit

85. 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 Access Canberra in the Australian Capital Territory within one month after the presentation of the audited accounts to the Council meeting, a copy of those accounts certified to be correct by the person who audited the account.

DIVISION 7 - SUSPENSION, EXPULSION, MISCONDUCT

Suspension and Lapse

86. 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.
87. 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.
88. 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 87.
89. 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 Councillor/s and/or proxies and that Corporate Member has not been so represented at the two preceding Council Meetings.

90. If the rights and privileges of a Corporate Member remain suspended pursuant to clause 89 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.
91. 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 90.
92. For the purposes of:
 - (a) calculating entitlements to votes, whilst the rights and privileges of an Corporate Individual Member are suspended pursuant to clause 86, that Corporate Individual Member shall be deemed not to be an Corporate Individual Member; and
 - (b) calculating quorums, whilst the rights and privileges of a Corporate Member are suspended pursuant to clauses 86 or 89, that Corporate Member shall be deemed not to be a Corporate Member.
93. 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

94.
 - (a) Any Executive Officer;
 - (b) Any two Corporate Members; or
 - (c) Any ten Corporate 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).
95. 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.
96. The Executive shall not call upon an officer of a Speleological Council to answer allegations as referred to in clause 95, unless it first gives four 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.
97. If the Executive decides to call upon the relevant officer pursuant to clause 95, 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.
- 98. 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.
- 99. 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.
- 100. If the Executive passes a resolution referred to in clause 99:
 - (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.
- 101. 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.
- 102. The provisions of clauses 94-101 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.

Discipline resolution, disciplinary action and dismissal of Members

103. to 111. Now blank and have been made into a by-law on disciplinary action and dismissal of Members attached as appendix 1 to the Constitution.

DIVISION 8 - MISCELLANEOUS

Pecuniary Interests

- 112. 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.
- 113. (a) Any person who has an interest as referred to in clause 112 shall abstain in any vote relating to the interest, contract or arrangement.
 - (b) The ASF must not, as trustee or otherwise, secure pecuniary gain for its members
- 114. (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 18.

- (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 20.

Notices

- 115. Any notice required to be given under this Constitution or the by-laws shall, unless this Constitution or the by-laws otherwise provide be sufficiently given if:
 - a) it is sent by 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

- 116. The by-laws may make provision for the bestowing of awards, including Fellowships of the Federation.

Amendments to the Constitution

- 117. Alteration of the Constitution shall be possible only at a Council Meeting of the Federation and shall not be conducted by postal ballot.
- 118. 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.
- 119. A motion for alteration to this Constitution shall be moved and seconded by Corporate Members, or proposed by the Executive.
- 120. 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 half of the Members support the resolution.
- 121. 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

- 122. The Council or the Executive may make by-laws not inconsistent with the law of 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.
- 123. The Council may amend the by-laws by resolution.

124. Unless the by-laws otherwise provide, the Executive may amend the by-laws by resolution.

Non Profit

125. 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.

DIVISION 9: PUBLIC FUND

Ministerial Rules

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

Reporting requirements

127. 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

128. 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.
129. 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

130. 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

131. 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 Karst Conservation Fund (“The Fund”)

- 132 (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 donations 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 donations 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.

DIVISION 10: OTHER

133. 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

134. 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.
135. 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; or
- (b) in default thereof by the person winding-up the Federation or by a Judge of the Supreme Court of the Australian Capital Territory.

Funds—management

136. Subject to any resolution passed by the Council at a Council Meeting, the funds of ASF must be used for the objects of ASF in the way that the Executive decides.
137. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by any 2 members of the Executive who are authorised to do so by the Executive.

Custody of books

138. Subject to the Act, the regulation and these rules, the General Secretary must keep under his or her custody or control all records, books, and other documents relating to the ASF.

Inspection of books

139. The records, books and other documents, including but not limited to, meeting minutes of the ASF and the Register of Members, must be open to inspection at a place in the ACT or available by electronic inspection systems through a discussion with the General Secretary, free of charge, by a member of the association at any reasonable hour. The Executive have the right to withhold personal information that may be included in the requested document/s.

Register of members

140. The ASF maintains a register of members in accordance with the Australian Capital Territory's Associations Incorporation Act 1991 and Regulations as amended 1 July 2019. The "display name" of the Australian Speleological Federation is present in a number of places within the logged in pages too, including all headers. A member (or admin of the club) who has access to the ASF membership (or is an admin of ASF) will see the full display name of ASF in their header on every page.

Inspection of register of members

141. (1) A member of the Australian Speleological Federation may apply to the executive of ASF to allow the member to inspect the register of members.
 - (2) The Executive must:
 - (a) allow the request; or
 - (b) refuse the request.
 - (3) The Executive:
 - (a) must refuse the request to the extent that it would allow the member to access any personal information restricted under clause 142; and
 - (b) may refuse the request if satisfied that the member sought the inspection to use information on the register for a purpose that was—
 - (i) not directly related to the management or the purposes of the association; or
 - (ii) Prohibited by the rules of the association; or

(iii) Improper.

(4) If the Executive allows the request, the Executive must make the register of members available for inspection by the member:

(a) at a reasonable time or any time stated for the purpose in the rules of the association; and

(b) at:

(i) the address of the public officer of the association; or

(ii) or available by electronic inspection systems through a discussion with the General Secretary or

(iii) Another place in the ACT nominated by the Executive.

Restriction of access to personal information

142. (1) A member of the Australian Speleological Federation may apply to the Executive of the association to restrict access to personal information of the member recorded in the register of members.

(2) The application may seek to restrict access so that the personal information is available only to:

(a) the public officer; and

(b) members of the Executive other than a stated member or stated members of the Executive.

(3) The request may be made by:

(a) the person; or

(b) if the person is a child, a parent or guardian of the person.

(4) The Executive must:

(a) if satisfied that there are special circumstances which justify doing so, agree to the request; or

(b) refuse the request.

(5) If the Executive refuses the request, the Executive must notify the person who made the request, in writing, about the decision and give reasons for the decision.

(6) If the Executive refuses the request, the Executive must not release the personal information without the consent of the person unless at least 28 days have passed since the Executive gave notice to the person under subsection (5).