
CHARTER OF THE NEW SOUTH WALES SPELEOLOGICAL COUNCIL

an organ of the AUSTRALIAN SPELEOLOGICAL FEDERATION INCORPORATED

(Drafted April 1993 and Adopted by the ASF Council on 29 January 1994)

(Amended May 2007)
(Further Amended May 2013)

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DIVISION 1 – PRELIMINARY

Name

1. The Council shall be known as the New South Wales Speleological Council.

Aims

2. The aims of the Council are to promote the aims of the Federation:
 - (a) within New South Wales and the Australian Capital Territory; and
 - (b) on behalf of the Members of the Council.

Definitions

3. In this Charter, except in so far as the context or subject matter otherwise indicates or requires:

"Associate" means an organisation which is an associate of the Federation which has been recognised by the Council in accordance with clause 12 (a);

"By-Laws" means the by-laws of the Federation;

"Charter" means these rules of the Council which have effect pursuant to clause 62 of the Constitution;

"Committee" means a committee established pursuant to clause 47 of this Charter;

"Constitution" means the constitution of the Federation;

"Corporate Member" means a corporate member of the Federation pursuant to clause 10 of this Charter;

"Council" means New South Wales Speleological Council;

"Councillor" means a person elected or appointed in accordance with the Constitution to represent a Corporate Member;

"Executive" means the committee of the Council consisting of the President and four other Executive Officers;

"Executive Officer" means a member of the Executive;

"Federation" means the Australian Speleological Federation Incorporated;

"General Meeting" means a general meeting of the Council held pursuant to clauses 14 or 15;

"Individual Member" means a natural person who is an individual member of the Federation and who is:

- (a) a member of a Corporate Member; or
- (b) a resident of New South Wales or the Australian Capital Territory;

"Member" means an Individual Member or a Corporate Member of the Federation, but does not include an Associate;

"Misconduct" means conduct which is seriously, knowingly or persistently in breach of the law, the Constitution, the By-Laws or this Charter.

Powers

4. The Council has power, so far as the law permits, in accordance with the Constitution and this Charter, to do anything which the Federation may do.

Structure and Government

5. (a) Except in respect of the matters referred to in clauses 33 and 34, the Executive is responsible to, and subject to direction by, the General Meeting.
(b) the General Meeting may, by resolution, do anything which the Council may do.
6. (a) Subject to subclause (b), the government of the Council is vested in the Executive. The Executive may, unless the law, the Constitution, the By-Laws or this Charter otherwise provide, do anything which the Council may do.
(b) The Executive may not exercise a power or perform a function conferred upon the General Meeting by this Charter, unless the power or function is also conferred upon the Executive by this Charter or a resolution of the General Meeting pursuant to clause 26.
7. Each Executive Officer, convenor or member of any Committee or other organ, delegate or other agent of the Council, is responsible to, and subject to direction by, the Executive.
8. The Executive may, by resolution, in its absolute discretion dismiss or remove from office any Convenor or member of a Committee or other officer or agent of the Council, other than an Executive Officer.

Application of this Charter

9. For the purposes of clauses 62, 63, 64 and 65 of the Constitution, this Charter applies to the State of New South Wales and the Australian Capital Territory.

DIVISION 2 – MEMBERSHIP AND ASSOCIATES

Corporate Members

10. (a) Every corporate member of the Federation which is based in New South Wales or the Australian Capital Territory is a Corporate Member of the Council and is entitled to representation on the Council.
(b) A General Meeting may, by a two-thirds majority of the votes cast, admit as a Corporate Member of the Council any corporate member of the Federation, if that corporate member conducts activities within New South Wales or the Australian Capital Territory.
11. A General Meeting may, by a two-thirds majority of the votes cast, recommend to the Federation that it admit as a corporate member of the Federation any speleological society which is eligible for such membership and which is based within, or conducts activities within, New South Wales

or the Australian Capital Territory.

Associates

12. (a) A General Meeting may, by resolution, recognise any associate of the Federation as an Associate of the Council.
- (b) A General Meeting may, by resolution, recommend to the Federation that it admit to associate status with the Federation any organisation eligible for such status.

Fees

13. (a) A General Meeting may, by resolution, determine that:
- (i) the Corporate Members; or
- (ii) the Associates;
- pay to the Council such fees as may be specified in the resolution, and each Corporate Member and Associate shall comply with the resolution.
- (b) The fees referred to in subclause (a) may be:
- (i) a fixed fee per Corporate Member;
- (ii) a fixed fee per Associate;
- (iii) calculated at a fixed rate per individual member of the Corporate Members; or
- (iv) calculated at a fixed rate per individual member of the Associates.
- or any combination thereof.

DIVISION 3 – GENERAL MEETINGS

General Meetings

14. General Meetings of the Council shall be held, so far as practicable, at least twice each calendar year.
15. A Special General Meeting may be called by:
- (a) the Executive by resolution; or
- (b) any two Corporate Members by notice in writing to the Executive;
- to address such issues as are specified in the resolution or notice as the case may be.
16. At each General Meeting the Executive and, unless the Executive otherwise determines, each Committee, shall report to the meeting.

Notice

17. (a) Subject to subclause (b), at least one month's notice in writing shall be given by the Executive to each Corporate Member and Associate of every General Meeting.
- (b) Only two weeks notice in writing need be given by the Executive to each Corporate Member and Associate of a General Meeting held pursuant to a resolution or notice

referred to in clause 15.

18. The Executive shall give notice as required by clause 17 (b) within one month of receiving a notice as referred to in clause 15 (b).

Quorum

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

Councillors and Proxies

20. Each Corporate Member pursuant to clause 10 may appoint or elect one or more Councillors to represent that Corporate Member at each General Meeting.
21. At each General Meeting, each Corporate Member (or in their absence, a proxy appointed in writing by a Corporate Member) shall have one vote.
22. Notwithstanding clause 21 a Councillor may act as proxy for one or more other Corporate Members, in which case he or she shall have one vote for each Corporate Member he or she is proxy for.
23. Each Councillor and proxy is responsible to, and subject to direction by, the Corporate Member he or she represents.
24. Each Associate may appoint or elect one person to represent that Associate at each General Meeting, but is not entitled to exercise a vote at such meetings.
25. The President and the person presiding at any General Meeting shall not act as a Councillor or proxy or a representative of any Associate.

Resolutions and Delegations

26. Unless the law, the Constitution, the By-Laws or this Charter otherwise requires, the Council may act by resolution carried by a simple majority of the votes cast at a General Meeting. In the event of a deadlock, the President shall have a casting and deciding vote.
27. Subject to clause 7, the General Meeting may by resolution delegate the right to perform any of its functions or exercise any of its powers, other than this power or delegation.
28. Any delegation by the General Meeting:
 - (a) may be revoked at any time by a resolution of the General Meeting, 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 General Meeting 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

29. Every two years at the General Meeting following each biennial conference of the Federation, there shall be held an election for:
 - (a) the President; and

- (b) four other Executive Officers.
30. At each election referred to in clause 29 (b):
- (a) one ballot shall be held for all vacancies; and
 - (b) the election shall be conducted by proportional voting.

DIVISION 4 – THE EXECUTIVE

General

31. A person may not be elected as an Executive Officer unless he or she is an Individual Member.

Term of Office

32. Each Executive Officer shall hold office (as a member of the Executive or as President as the case may be) from the conclusion the General Meeting at which he or she is elected until the conclusion of the General Meeting at which an election is held nearest in time to two years later.

Allocation of Executive Positions

33. As soon as practicable after every election of Executive Officers, the Executive may allocate to the Executive Officers, other than the President, such functions as it considers appropriate.
34. Without limiting the power of the Executive pursuant to clause 33, the Executive may allocate the following functions:
- (a) Vice-President;
 - (b) Secretary;
 - (c) Treasurer; and
 - (d) Minutes Secretary.
35. No person may continue to hold office as the President or a member of the Executive for more than six consecutive years.

Resignation

36. An Executive Officer may resign from the Executive by notice in writing to the Executive or President.
37. 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; or

- (d) is dismissed, suspended or removed from office in accordance with clause 48.

Casual Vacancies

38. If a person resigns from the Executive between General Meetings, the Executive shall, as soon as practicable, appoint an Individual Member to fill the vacancy, and may re-allocate Executive functions among themselves as though there had just been an election of Executive Officers.
39. If at any election there are not sufficient nominations to fill all Executive positions, for the purposes of clause 38, a person shall be deemed to have resigned from the Executive immediately after the conclusion of that General Meeting.

Executive Meetings and Action

40. The Executive shall, so far as practicable, meet at least twice annually.
41. The Executive shall attempt to 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.
42. An Executive meeting shall be properly constituted if at least three Executive Officers are present.
43. Unless the law or the Charter otherwise provides, 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.
44. An Executive action which purports to be authorised by clause 43 (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 notified or consulted, provided that at least three Executive Officers support the action and reasonable efforts have been made to notify and consult with that Executive Officer.
45. 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.
46. Any delegation by the Executive:
- (a) may be revoked at any time by the Executive, or by a resolution of the General Meeting; and
 - (b) shall not limit or fetter the performance of any function or the exercise of any power by the Executive or General Meeting, even if the function or power is within the terms of the delegation.

Committees

47. (a) The Executive may establish Committees to attend to specific aspects of the Council's aims or interests or carry out specific tasks on behalf of the Council.
- (b) The Convenor of any Committee must be an Individual Member.

Misconduct by an Executive Officer

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48. (a) If the Executive is of the opinion that an Executive Officer has been guilty of misconduct, then the Executive may by resolution at a meeting of the Executive, temporarily suspend that Executive Officer until the next General Meeting.
- (b) The General Meeting may by resolution (whether or not the Executive has passed a resolution pursuant to subclause 48 (a)) remove from office any Executive Officer whom it believes has been guilty of misconduct.
- (c) No resolution may be made under this clause unless the Executive Officer who is the subject of the resolution has been given an opportunity to answer the allegations made against him or her.

Administration of Finances

49. (a) The Executive shall be responsible for the administration of the finances of the Council.
- (b) The Executive annually shall present at a General Meeting a report detailing the financial affairs of the Council.

DIVISION 5 – MISCELLANEOUS

Transitional Provisions

50. Any resolution of the Council which is in effect immediately before the adoption of this Charter shall remain in force and effective unless it is inconsistent with:
- (a) a provision of this Charter; or
- (b) a resolution of the General Meeting or the Executive made at or after the adoption of this Charter.

Commencement and Inaugural Executive

51. (a) This Charter shall take effect from the date of its adoption by the Federation.
- (b) Upon this Charter taking effect, the persons purportedly declared elected as the President and Executive Officers as recorded in the minutes of the general meeting of the Council held on Saturday, 3 October 1992, shall be deemed to have been duly elected pursuant to this Charter as the President and Executive Officers of the Council.

Amendment to the Charter

52. Notwithstanding anything to the contrary in this Charter, a motion to amend or repeal this Charter may not be validly passed unless it is passed by a majority which comprises not less than two thirds of the votes cast at a General Meeting of which not less than one month's written notice specifying the proposed amendment or repeal of the Charter was given to all Corporate Members and Associates.