

# **CHILLAGOE CAVING CLUB INC. CONSTITUTION**

Approved by CCC AGM 13<sup>th</sup> May 2017  
Registered by the Office of Fair Trading  
(Incorporation No IA00458; Document No 3828985 )

## **1. NAME**

The name of the incorporated Association shall be the "CHILLAGOE CAVING CLUB INC." and in these Rules and Constitution called "the Club".

## **2. OBJECTS**

The objects of the Club shall be to bring together people who share an interest in exploring and studying caves and to provide a pool of equipment and information for their use. It shall encourage cave conservation and use of proper caving and safety techniques and further the exploration and documentation of caves especially in the Chillagoe area.

## **3. POWERS**

The powers of the Club shall be:

- (i) To take over the funds and assets and liabilities of the present unincorporated Association known as the Chillagoe Caving Club.
- (ii) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club provided that the Club shall not subscribe to or support with its funds any club, association or organisation which does not prohibit distribution of its income and property among its Members to an extent at least as great as that imposed on the Club under or by virtue of Rules 12(v) and (vi)
- (iii) To do all such other things as are incidental to or conducive to the attainment of the objects and the exercise of the powers of the Club.

## **4. MEMBERSHIP**

- (i) There shall be five classes of membership in the Club :

### **A Members:** These shall be cavers who have:

- (a) Completed training in accordance with the relevant Club Bylaws pertaining to safety and novice training. (Amended 1991)
- (b) Working knowledge of basic caving techniques and cave exploration and conservation.
- (c) Been accepted on this basis by the Management Committee after a qualifying period of not less than three months as a novice.
- (d) Paid the annual subscription.
- (e) Signed the Club's Membership Application Form which shall include an indemnity to the Club and statement that the Club's Rules and Constitution has been read, understood and accepted for the term of membership of the Club. Where under 18 years both parents and/or guardians of the prospective Member are also required to sign the said application form.

### **B Life Members.** These shall be cavers who:

- (a) Have been Club Members for a long period.
- (b) Have taken a responsible attitude in Club Leadership.
- (c) Are recognised in caving circles for their knowledge and experience.
- (d) Are elected to Life Membership by not less than half of the financial Members of the Club at a General Meeting after one month's written notice of the nomination has been given to all financial Members.

**C Family Members.** Where two or more members of a family are financial Members of the Club, their membership may be extended without payment of additional subscription to other non-adult (under 18 years) members of the family who qualify under Section(i), (ii), (iii) and (v) of Rule 4A.

**D. Associates.** These shall be persons who subscribe financially or otherwise to the Club, or have scientific interest in an area, which is associated with Club activities.

**E. Novices.** Novices shall be persons accepted by a majority of the Management Committee on probation for membership of the Club. They shall pay a fee as set by the Management Committee from time to time. This in acceptance entitles them to take part in caving trips with Members and to use Club equipment under supervision of a Member. Novices must seek full membership within six months (Amended 2017).

- (ii) The number of persons in each class of membership shall not be limited.
- (iii) A register of Members shall be kept by the Treasurer to record names, addresses, telephone numbers, class of membership and payment of membership subscriptions.
- (iv) (a) At the next meeting of the Management Committee after the receipt of any application and fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine on admission or rejection of the applicant.
- (b) Any applicant who receives a majority of the votes of the Members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a Member to the class of membership applied for.
- (c) Upon the acceptance or rejection of an applicant for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
- (d) Any applicant who is aggrieved by the decision of the Management Committee in rejecting his application may join with five or more financial Members of the Club and object in writing within thirty (30) days of the receipt by him of such decision and the objection shall be dealt with in accordance with the provisions of Rule 11 hereof.
- (v) A Member may resign from the Club at any time by notice in writing to the Secretary. Such resignation shall take place at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

## **5. MEMBERSHIP RIGHTS.**

Only Members and Life Members shall have the right to vote. In the case of Family Membership, voting rights shall be restricted to those members of the family who pay membership subscription. Members, Life Members and Family Members shall have the right to hold office, use Club equipment free of charge and unsupervised and have access to Club records.

## **6 MEETINGS.**

- (i) The Annual General Meeting shall be held in April or May in each year; the date and venue shall be set by the

Management Committee. The business to be conducted at each Annual General Meeting shall include:

- (a) Election of Members of Management Committee and Office Bearers
- (b) Receive the report of the Management Committee and other Office Bearers. (Amended 2014)
- (c) Receiving the financial report set out in Clause 12(iv). (Amended 2014)
- (d) Receiving the Auditor's Report if an Audit Report is required by the current Regulations or Acts governing Incorporated Associations in Queensland. (Amended 2014)
- (e) Appoint an Auditor if an Auditor is required to be appointed by the current Regulations or Acts governing Incorporated Associations in Queensland. (Amended 2014)
- (ii) Financial Members shall be notified in writing one month prior to the meeting. Members who were financial in the preceding year shall be considered as financial Members for the purpose of the Annual General Meeting despite not having paid fees for the current financial year. (Amended 2002.)
- (iii) General Meetings may be called at any time by the President or, in his absence, by the Secretary, or at the request of not less than one tenth of the financial Members. Arrangements are to be the same as for the Annual General Meeting except that the purpose of the meeting shall be stated in the notice of meeting
- (iv) Normal meeting procedures are to be followed at all General Meetings
- (v) For a special resolution to be passed at a General Meeting, the motion shall require a majority of the financial Members of the Club and not less than three-quarters of the financial Members present at the general meeting.
- (vi) Members are entitled to one vote each on each matter or resolution.
- (vii) The Chairman shall not have a casting vote and in the event of a tied motion the motion is lost
- (viii) Written Proxy votes shall be accepted for election of the Management Committee and Club Officials. Otherwise proxy votes shall be counted only on motions sent to the Members in writing with the notice of meeting. Forms for proxy votes shall be sent out with the notice of motion. (Amended 2001)
- (ix) Local informal meetings may be called at any time, arrangements to be made by general agreement of the Members involved.
- (x) At General Meetings the President of the Club shall be Chairman and if the President is absent the Members present shall appoint a Chairman from their number.
- (xi) The Chairman of any General Meeting may, with the consent of the meeting, adjourn such meeting to another time and place to transact unfinished business.
- (xii) Every question, matter or motion shall be decided by a majority of votes of the financial Members. Proxy votes shall be counted under Rule 7 (viii).
- (xiii) Voting shall be by show of hands, unless a ballot is requested by at least one financial Member, in which case there shall be a secret ballot. The Chairman shall appoint two Members to conduct the secret ballot in such a manner as he shall determine. Where applicable, proxy votes will be advised to the meeting and taken into account.
- (xiv) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee Meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial Member who previously applied to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that Meeting or the Chairman of the next succeeding Management Committee meeting

verifying their accuracy. Similarly the minutes of every General Meeting shall be signed by the Chairman of that Meeting or the Chairman of the next succeeding General Meeting: provided that the minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or by the Chairman of the next succeeding General Meeting or Annual General Meeting.

## **7 QUORUM**

The quorum for all General Meetings shall be one third of the total number of financial Members and Life Members who reside within a 300 km radius of Chillagoe.. No business shall be transacted unless a quorum is present. (Amended 2001)

## **8 OFFICERS**

- (i) A Management Committee shall be elected at the Annual General Meeting for the term of one year and shall comprise President, Secretary and Treasurer. In the event of combining any of these positions a Third Committee Member shall be elected at the Annual General Meeting. Should none of these Officials reside in Chillagoe, a Chillagoe Advisory Representative shall be appointed by the Management Committee to represent and assist it.. (Amended 2001)
- (ii) At the Annual General Meeting of the Club all the Members of the Management Committee for the time being shall retire from office but shall be eligible on nomination for re-election.
- (iii) A Tacklekeeper, a Survey and Records Keeper and an Honorary Auditor shall be elected at the Annual General Meeting.
- (iv) Other non- Management Committee Officers, including representatives to other Organisations e.g. Australian Speleological Federation, may be elected at a General Meeting or appointed by the Management Committee.
- (v) Non-Management Committee positions may be filled by a Member or Members including Management Committee Members.
- (vi) A position under Rules 9(i) or 9(iii) which become vacant between Annual Meetings may be filled by resolution of the Management Committee. (Amended 2001). Notification of new appointments under this Clause shall be advised to the Chief Executive in accordance with Clause 68 of the Associations Incorporation Act (Amended 2002)
- (vii) Any Management Committee Member or non-Management Committee Officer may resign at any time or be removed at any General Meeting of the Club. Such a General Meeting shall be called in accordance with Rule 11. (Amended 2001)
- (viii) The election of the Management Committee Members and other Officers shall take place in the following manner:
  - (a) Any Member of the Club shall be at liberty to nominate any other Member to serve as an Officer or Member of the Management Committee.
  - (b) The Chairman for the General or Annual General Meeting (as the case may be) shall call for nominations for each vacant position in turn and nominations shall be received from the Members. (Amended 2001)
  - (c) Where there shall be more than one nomination received for a vacant position the Members present at the meeting shall vote for the nominee of their choice. Ballots may be requested in accordance with Rule 7 (xiii).

## **9 THE MANAGEMENT COMMITTEE**

- (i) Except as otherwise provided in these Rules and subject to the resolutions of the Members of the Association carried at any General Meeting the Management Committee:

- (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
  - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
  - (ii) The Management Committee may, after approval at a General Meeting, exercise all the powers of the Association: (Amended 2001)
    - (a) to borrow or raise or secure the payment of money in such a manner as the Members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or any other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
    - (b) to borrow money from Members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
    - (c) to invest in such manner as the Members of the Association may from time to time determine.
  - (iii) The Management Committee shall meet as mutually arranged and as often as necessary but not less than every two months. Such meetings shall be called by any Management Committee Member contacting the other Members of the Management Committee. Notice for the Management Committee meetings shall be not less than twenty-four (24) hours.
  - (iv) The quorum of the Management Committee shall be two (2) and procedures for meetings is as set out in Rules 7(iv), (v), (vii), (x), (xi), (xii), (xiii) and (xiv).
  - (v) The Management Committee shall ensure that records are kept in accordance with Clause 9 of the Associations Incorporation Regulations (Amended 2002) and shall provide for the safe custody of books, documents, Instruments of Title and securities of the Club.
  - (vi) The Members of the Club in appointing the Management Committee authorise them to act for the Club subject to the Rules set out in these Rules and Constitution.
- 10 APPEALS AGAINST THE MANAGEMENT COMMITTEE DECISIONS**
- Where five or more financial Members of the Club object in writing to a decision of the Management Committee the President shall call a General Meeting in accordance with Rule 7 (iii) within two months to resolve the matter.
- 12 FINANCE**
- (i) Membership shall become due on 1<sup>st</sup> March each year and Members, other than Life Members, shall pay by the end of June each year an annual membership subscription. The amount of this subscription shall be fixed at the Annual General Meeting. Life Members shall be considered as financial Members. (Amended 2001)
- Where Members become unfinancial the Executive Committee may at their discretion renew full membership of previous Members on payment of fee for the current year.
- (ii) Non-Members shall be charged a Club fee by the day, (Amended 2001) The amount of this fee is to be fixed at the Annual General Meeting. Equipment fees shall be collected by the Trip Leader who shall be responsible for payment to the Tacklekeeper. In the case of Associates equipment fees may be waived at the discretion of the Management Committee.
  - (iii) All moneys received by the Club shall be banked to the Club's cheque account. This account shall be authorised by the Management Committee and all cheques, bank or other financial institution withdrawals of the Club's moneys and purchase or sale of securities shall be signed by two Management Committee Members.
  - (iv) A financial statement covering income, expenditure, assets and liabilities, charges and securities affecting the property of the association (Amended 2002) shall be presented at the Annual General Meeting by the Treasurer for the previous financial year. Financial years for the Club shall terminate on the last day of February each year. (Amended 2014).
  - (v) The income and property of the Club whence-so-ever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein.
  - (vi) No portion of the Club income or property shall be distributed paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members of the Club provided nothing herein contained shall prevent the payment in good faith or interest to any such Member in respect of moneys advanced by him to the Club or other person in return for any services actually rendered to the Club provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any Member of out of pocket expenses, money lent and proper charges for goods hired by the Club or reasonable and proper rent for premises demised or let to the Club.
  - (vii) An Audit Report must be prepared if required by the current Regulations or Acts governing Incorporated Associations in Queensland and if required in the minimum manner required by such Regulations or Acts. (Amended 2014).
- 13. CLUB DISCIPLINE.**
- Where in the opinion of the Management Committee the interests of the Club so require, Membership of any person may be terminated forthwith. Should the person involved wish to appeal against this decision action may be instituted under Rule 11 of this Constitution.
- 14. CODE OF ETHICS.**
- Members shall act in accordance with the Code of Ethics, the Code for Minimal Impact Caving and any further codes adopted by the Australian Speleological Federation. (Amended 2001)
- 15. ALTERATION TO THIS CONSTITUTION.**
- Subject to the provisions of the Associations Incorporated Act, these Rules and Constitution may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting: Provided that no such amendment, rescission or addition shall be valid. (Amended 2001) unless it is registered with the Chief Executive in accordance with Clause 48 of the Incorporation Act (Amended 2002)
- 16. COMMON SEAL.**
- The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second

member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

**17. DISBANDMENT.**

- (i) A motion for complete disbandment of the Club shall be dealt with in the same manner as a motion for change of Constitution except that for the motion to be carried it shall require a majority of not less than nine tenths of financial Members of the Club.
- (ii) Where disbandment is for the purpose of the establishment of a new organisation in place of the CHILLAGOE CAVING CLUB INC. then all the Club's assets and records shall be transferred and become the property of the new organisation.
- (iii) In the event of disbandment other than as set out in Rule 17(ii) above or in the event of an annual meeting not being held for two years the Club's assets and records shall be lodged with the National Parks and Wildlife Service of Queensland to be held for use by future speleological groups in the area or by the Chillagoe Caving Club Inc. should it reform.

Should no such group form within five (5) years from the last Annual General Meeting, the Australian Speleological Federation should be offered these assets and records. (Amended 2001)

**18. RULES AND BY-LAWS.**

The Management Committee may from time to time formulate Rules and By-Laws for the Club which shall become binding upon Members unless action is taken under Clause 11 to rescind these Rules or Bylaws. (Amended 1991 & 2001)

**19. CONSTITUTION AVAILABLE TO MEMBERS.**

This Constitution together with Rules and Bylaws shall be printed and be issued to Members and prospective members and shall be available on request by Members. (Amended 2001)