

**CAVE EXPLORATION GROUP
(SOUTH AUSTRALIA)**

Incorporated

A 4860



**RULES
and
By-Laws**

25 November 2020

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RULES

1 NAME

- 1.1 The name of the incorporated association is *CAVE EXPLORATION GROUP (SOUTH AUSTRALIA) Incorporated*, referred to herein as “the Group”.
- 1.2 The abbreviation shall be CEGSA.

2 DEFINITIONS

2.1 Meanings

- ‘**Committee**’ means the committee of management of the Group.
- ‘**General Meeting**’ means a general meeting of members of the Group convened in accordance with these Rules.
- ‘**AGM**’ means an Annual General Meeting.
- ‘**CM**’ means a meeting of the Committee.
- ‘**EGM**’ means an Extra-Ordinary General Meeting.
- ‘**member**’ means a member of the Group.
- ‘**Associate**’ means an Associate member of the Group.
- ‘**Affiliate**’ means an Affiliate member of the Group.
- ‘**Child**’ means any person under the age of 18 years.
- ‘**in writing**’ shall mean any form of written text including on paper or by email.
- ‘**post**’ shall mean any form of manual or electronic delivery system.
- ‘**month**’ shall mean a calendar month.
- ‘**year**’ means a calendar year from 1st January to the 31st December.
- ‘**quarter year**’ means three calendar months of a year divided into four quarters.
- ‘**expenditure cap**’ means the amount of expenditure triggering a special resolution.
- ‘**ASF**’ means the Australian Speleological Federation Inc.
- ‘**SASC**’ means the South Australian Speleological Council.
- ‘**the Act**’ means the *Associations Incorporation Act 1985*, as amended.

2.2 Qualifiers: for wherever in these Rules and By-Laws

- 2.2.1 the male gender is used or implied then the female gender is also to be read and visa versa.
- 2.2.2 the singular is used or implied then if possible in the context the plural is to be read and visa versa.
- 2.2.3 the phrase “Full member” is used or implied then if possible in the context “Affiliate” and “Honorary Life Member” are also to be read.

3 OBJECTS

- 3.1 To foster caving, speleology and the preservation of natural caves, with particular reference to South Australia.
- 3.2 To explore, survey and study caves.
- 3.3 To place on record the results of such investigations.
- 3.4 To cooperate with other bodies in the furtherance of these aims.

4 POWERS of the Group

- 4.1 The Group shall have all the powers conferred by section 25 of the Act to further the Objects of the Group providing that any power used does not conflict with any other clause of these Rules.
- 4.2 The Group shall have the power to buy and sell goods providing that it is in the interests of caving or speleology or furthers the Objects of the Group.

5 MEMBERSHIP

- 5.1** To become a member of the Group all persons or associations must apply for membership, subscribe to these Rules and conform to the By-Laws of the Group. A child must produce written consent and an indemnity form signed by a parent or guardian before becoming a member.
- 5.2** A membership must be approved by Committee. Providing that an applicant for membership has not been refused membership or expelled from the Group then any Office Bearer of the Group can approve an application for Introductory or Associate membership pending ratification or refusal by Committee. If refused by Committee then an Office Bearer approved membership ceases from the date refused. The start date of a membership is specified in the application or else as specified by Committee but cannot be prior to the date on which the Office Bearer or Committee approved the application.
- 5.3** There shall be the following classes of members:
- 5.3.1 Full Member** shall be those persons proposed and seconded by financial Full members and
- 5.3.1.1 who are over 18 years of age and have completed 50 hours as a participant of an active caving party and satisfy such other requirements as shall be determined by the Committee, or
- 5.3.1.2 whose qualifications are approved by a General Meeting.
- 5.3.2 Associate member** shall be those persons who do not qualify for Full Member. An Associate shall not hold Office nor vote.
- 5.3.3 Introductory member** shall be those persons becoming a member of the Group for the first time. They shall be treated as an Associate. Such membership lasts three months unless extended individually by Committee to no more than 12 months.
- 5.3.4 Honorary Life Member.**
- In recognition of special services to the Group the Committee may nominate a Full member as Honorary Life Member. The nomination must be passed by a special resolution at a General Meeting. Honorary Life Members shall enjoy Full membership privileges.
- 5.3.5 Honorary Associate member**
- Upon recommendation of the Committee in recognition of special service to the Group, a person, other than a Full member, may be elected as an Honorary Associate member and shall enjoy all privileges of Associate membership. Honorary Associate members shall only be elected at an Annual General Meeting and shall remain elected until the next Annual General Meeting.
- 5.3.6 Affiliate Member** shall be those associations who are Incorporated under the South Australian Associations Incorporation Act and
- 5.3.6.1 have Objects similar to and compatible with those of these Rules,
- 5.3.6.2 agree to a joint Records system,
- 5.3.6.3 elect a representative to the Group to act on their behalf,
- 5.3.6.4 supply a current list of their membership,
- 5.3.6.5 are accepted by a General Meeting after recommendation by the Committee.
- 5.4 Subscriptions**
- 5.4.1** The subscription fee for each class of membership shall be such sum (if any) recommended by the Committee and approved by a General Meeting adjusted as per Clauses 5.4.4 to 5.4.11.
- 5.4.2** No person shall be admitted to membership until the prescribed fees are paid.
- 5.4.3** The subscription fee shall be payable annually on the first day of January.
- 5.4.4** Honorary members pay no annual subscription. To be a member of the ASF then payment must be made as per Clause 5.4.14.

- 5.4.5 Members permanently residing more than 80 kilometres from Adelaide City shall have their annual subscription reduced by an amount recommended by the Committee and approved by a General Meeting. The reduced subscription shall not fall below \$0.
- 5.4.6 Except for Introductory membership, on being accepted as a member for the first time or on rejoining after a lapse of more than a quarter year, a joining fee recommended by the Committee and approved by a General Meeting shall be paid.
- 5.4.7 Any person joining after the start of the annual subscription year shall pay a fee equal to one quarter the annual fee for each complete or partial quarter year remaining plus any joining fee as defined in Clause 5.4.6.
- 5.4.8 At the discretion of Committee a person can join for three months as an Associate and shall pay a fee equal to one quarter the annual fee plus any joining fee as defined in Clause 5.4.6.
- 5.4.9 An Associate member transferring to Full membership shall pay the balance of the Full membership fee appropriate to the remaining portion of the year.
- 5.4.10 Committee is empowered to waive the necessity for any member to pay that year's subscription or to reduce the amount to be paid that year providing that Committee is satisfied that the member:
- 5.4.10.1 is non-active or,
 - 5.4.10.2 not caving or,
 - 5.4.10.3 will be out of Australia.
- 5.4.11 Family membership may be taken out by any adult member. Family membership is a collective membership that has the following conditions:
- 5.4.11.1 a Family membership covers the member, one other adult and any child that may be in the care of the member. All persons must be listed in an application to the Committee. The Committee has the right to reject one or more persons but would be expected to accept the member's children and those of their partner plus possibly grandchildren, nephews, nieces and other children in their regular care.
 - 5.4.11.2 payment in addition to their own subscription of a fee equal to that of Associate membership if the second adult is not a Full Member else a fee equal to Full Membership.
 - 5.4.11.3 the member and second adult if present obtain no more rights than that of Full or Associate member as applicable.
 - 5.4.11.4 the member and second adult if present retain all rights and privileges of Full or Associate member as applicable.
 - 5.4.11.5 the collective is treated as two memberships except that all are listed as Group members.
 - 5.4.11.6 Any By-law applicable to the presence of a child must be obeyed.
- 5.4.12 A member shall be deemed financial upon payment of all monies due at the first day of January.
- 5.4.13 If the subscription remains unpaid after the expiration of three months from the due date then membership shall cease except at the discretion of Committee. Lapsed membership shall be treated as a resignation as per Clause 5.5
- 5.4.14 All members pay an Australian Speleological Federation membership fee appropriate to their CEGSA and ASF membership status. Members may pay this via another ASF corporate member. All monies collected from members under this clause are held in trust by CEGSA for the payment of members' ASF membership fees. These monies do not form part of the Groups' income or expenditure and belong to the ASF.
- 5.4.15 Any levy on members must be paid to receive any attendant benefit accruing from the levy.

5.5 Resignation

A member may resign from membership of the Group by giving written notice to a Committee member. Any resigning member shall be liable for any outstanding subscriptions or fees that

may be recovered as a debt due to the Group. On resignation, all assets belonging to the Group that are held by the member shall be returned forthwith.

5.6 Register of members

A register of members must be kept and contain:

- 5.6.1 the name and address of each member.
- 5.6.2 a contact email address for each member.
- 5.6.3 a contact phone number for each member.
- 5.6.4 the date on which each member was admitted to or altered their class of membership.
- 5.6.5 the date on which each member resigned from or ceased to be a member of the Group.
- 5.6.5 the reason(s) for termination of membership (if applicable).

5.7 Disciplining a member

- 5.7.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Committee by a 75% majority at a meeting of the Committee called for that purpose may resolve to expel, suspend, request to resign, or caution a member upon a charge of violating these Rules or By-Laws or by misconduct detrimental to the interests of the Group.
- 5.7.2 Particulars of the charge shall be communicated to the member at least one month before the meeting of the Committee at which the matter will be determined.
- 5.7.3 The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to Clause 5.7.4), cease to be a member 14 days after the Committee has communicated its determination to the member.
- 5.7.4 It shall be open to a member to appeal the decision at a GM of the Group. The intention to appeal shall be communicated to the secretary or public officer of the Group within 14 days after the determination of the Committee has been communicated to the member.
- 5.7.5 In the event of an appeal under Clause 5.7.4, the determination of the Committee shall not apply unless upheld by the members of the Group in the GM after the appellant has been heard, and in such event determination of the Committee will apply at the date of the GM at which the determination of the Committee is upheld.

6 COMMITTEE

6.1 Powers and duties

- 6.1.1 The affairs of the association shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the objects of the Group, and are not by the Act or by these Rules required to be done by the Group at a GM.
- 6.1.2 The Committee has the management and control of the funds and other property of the Group. All expenditure not approved at a GM must be approved by Committee. If the expenditure exceeds the Committee expenditure cap then a special resolution is required at a GM.
- 6.1.3 The Committee shall have authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Group on which these Rules are silent.
- 6.1.4 The Committee shall appoint a public officer as required by the Act.
- 6.1.5 The Committee shall appoint the Office Bearers of the Group, not elected by an AGM, from its members or shall coopt them from the Full members of the Group.
- 6.1.6 The Committee shall have the power to form sub-committees and to coopt, but coopted persons shall not have the power to vote nor to form part of a quorum at a Committee Meeting.
- 6.1.7 No action taken by Committee can be deemed contrary to these Rules due simply to vacancy of office.

6.2 Appointment

- 6.2.1 The Committee shall consist of President, Secretary, and five Committee members.
- 6.2.2 A Committee member shall be a natural person.
- 6.2.3 A Committee member shall be elected at the AGM and shall hold office from the close of that AGM until the close of the following AGM or until their successor is appointed.
- 6.2.4 The nominees for election and their respective proposers and seconders shall be financial Full members. The nominees' consent shall be obtained and nominations must close before the commencement of the AGM.
- 6.2.5 If a Committee position becomes vacant, the position can be filled by a Committee nominee. The next GM must ratify the appointment of the nominee. The nominee must satisfy the conditions applying at an AGM.

6.3 Proceedings of Committee

- 6.3.1 A Committee Meeting shall be held at such times and places as the Committee or President may determine. Fourteen days notice shall be given to all members of the Committee unless all members of Committee by any means of communication signify their consent to hold a CM at shorter notice.
- 6.3.2 A Committee Meeting can be held by email, in which case:
 - 6.3.2.1 The CM is held in accordance with Clause 6.3.1.
 - 6.3.2.2 Committee members participating are considered to be attending the CM.
 - 6.3.2.3 All Committee members must be notified at least one day in advance of the date and time when the CM will close.
 - 6.3.2.4 All email correspondence must be clearly labelled as belonging to that CM and sent to all members of Committee.
 - 6.3.2.5 After the meeting is closed, minutes of the meeting must be drawn up from the email correspondence, including decisions made.
- 6.3.3 Questions arising at any CM shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- 6.3.4 A quorum for a CM shall be four. If a quorum is not present then the following meeting requires a quorum of three. Any such reduced quorum must be notified at least 3 weeks prior to the meeting.
- 6.3.5 A member of Committee may attend by video conferencing and will be considered present in person for the purpose of a quorum.
- 6.3.6 A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Group must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Committee must disclose the nature and extent of his or her interest in the contract at the next AGM.
- 6.3.7 Standard procedures shall be adopted at Committee meetings unless this conflicts with these Rules.

6.4 Disqualification of a Committee member

A Committee member can be disqualified from holding Committee membership if they are:

- 6.4.1 disqualified from being a Committee member by the Act.
- 6.4.2 expelled as a member under these Rules.
- 6.4.3 deceased or is permanently incapacitated by ill health.
- 6.4.4 absent without apology from more than three consecutive months.
- 6.4.5 is an unfinancial member.

7 OFFICE BEARERS

- 7.1 **The Honorary Office Bearers** shall include the President and Secretary elected at the AGM, Public Officer and not exclusively Treasurer, Quartermaster, Records Officer, Membership

Officer, Publications Officer, Librarian, Safety Officer, South Australian Speleological Council Delegate(s), Trip Leader(s).

7.2 Duties of Office Bearers:

- 7.2.1 The President shall do those things defined in these Rules as the President's role.
- 7.2.2 The Secretary shall keep minutes of all the meetings and shall handle the correspondence of the Group; draw up agendas; compile and present a report to the AGM and shall coordinate the internal affairs of the Group.
- 7.2.3 The Treasurer shall be responsible for handling the monies of the Group as determined by Committee and shall submit to each AGM an annual statement and balance sheet or for any other period on two weeks notice. They must maintain a list of items and amounts of periodic expenditure.
- 7.2.4 The Quartermaster shall have custody of and shall maintain the caving and other equipment of the Group and shall keep an inventory for submission to the AGM and when called for.
- 7.2.5 The Records Officer shall keep files of South Australian cave occurrences; maintain the map and speleological records; and shall coordinate the speleological affairs of the Group.
- 7.2.6 The Membership Officer shall maintain records of all membership of the Group as per Clause 5.4 and shall maintain a current list of all organisations and persons associated with South Australian speleology and shall distribute publications of the Group. They shall also maintain a list of all financial members to be available at all official meetings.
- 7.2.7 The Publications Officer shall prepare in collaboration with appropriate officers, an information bulletin containing reports on previous activities and a program of meetings, trips and social events at no greater interval than four months. The Committee may at their discretion require that they approve the bulletin prior to publication. He or she shall also be responsible for the preparation and or publication of other material as directed by and at the approval of the Committee.
- 7.2.8 The Librarian shall maintain the library and library acquisitions of the Group.
- 7.2.9 The Safety Officer shall be responsible for the organisation of a search and rescue squad and the liaison with persons or organisations outside the Group on search and rescue affairs. He or she shall set and maintain the safety standards of the Group, including training of personnel, by any method they see fit subject to the approval of the Committee.
- 7.2.10 The Public Officer shall perform the duties as laid down by the South Australian Associations Incorporation Act for a Public Officer. He or she shall also be responsible for monitoring the legality of the Group's activities.
- 7.2.11 Any South Australian Speleological Council Delegate shall attend SASC meetings and functions to present the views of and act in the interests of this Group. They are empowered to commit this Group by their actions subject to ratification by the Committee.
- 7.2.12 Trip Leaders can lead trips of the types for which they have been approved by Committee. They will operate in accordance with the duties as laid down by the Committee.

8 THE SEAL

The Group shall have a common seal upon which its name shall appear in legible characters.

- 8.1** The President and the Public Officer shall be the custodians of the Group SEAL.
- 8.2** The SEAL shall be affixed to documents only by direction of Committee and in the presence of one of the custodians. The affixing of the SEAL shall be attested by the signatures of the custodian in whose presence it was fixed and of the Officer who affixed it.

9 MEETINGS

9.1 Annual General Meetings

- 9.1.1 The Committee shall call an annual general meeting in accordance with the Act and these Rules.
- 9.1.2 The AGM shall be held within the first quarter of each year.
- 9.1.3 The order of business at the AGM shall be:
- 9.1.3.1 apologies for non-attendance,
 - 9.1.3.2 confirmation of the minutes of the previous annual general meeting,
 - 9.1.3.3 presentation of awards,
 - 9.1.3.4 presentation of the annual report,
 - 9.1.3.5 consideration of the accounts and reports of the annual report, Committee report, reports from Office Bearers, and the auditor's report (if any),
 - 9.1.3.6 election of Committee members,
 - 9.1.3.7 business arising from the previous AGM or requiring consideration at an AGM.

9.2 Extra-Ordinary General Meetings

- 9.2.1 The Committee may call an extra-ordinary general meeting at any time.
- 9.2.2 Upon the written and signed request of any seven (7) financial members the Committee shall, within one month of the receipt of the requisition, convene an extra-ordinary general meeting for the purpose specified in the request.
- 9.2.3 If an extra-ordinary general meeting is not convened within one month, as required by Clause 9.2.2, the requisitionists, or at least 50% of their number, may convene an extra-ordinary general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Group.

9.3 Ordinary General Meetings

- 9.3.1 At least one ordinary general meeting shall be held within each quarter year for the transaction of general business.
- 9.3.2 No more than two ordinary general meetings shall be held within each month.

9.4 Notice of General Meetings

- 9.4.1 Subject to these Rules, fourteen days notice in writing of the holding of any GM shall be given to each member, specifying the date place time of commencement and the nature of the business to be transacted.
- 9.4.2 If a special resolution is to be proposed at a GM then twenty-one days notice in writing of the holding of the GM shall be given to each member, specifying the date place time of commencement and the nature of the special resolution and any other business to be transacted.
- 9.4.3 Notice of a meeting at which a reduced quorum might come into effect as per Clause 9.5.3 shall be given at least 21 days prior to the date of the meeting.

9.5 Proceedings at General Meetings

- 9.5.1 A quorum for a GM shall consist of the lesser of 12 or 30% of financial Full members permanently residing within 80 kilometres of Adelaide City South Australia.
- 9.5.2 Members and visitors may attend by video conferencing and will be considered present at the GM in person.
- 9.5.3 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the request of members shall lapse. In any other case, the meeting may continue subject to Clause 9.5.4. If in the following meeting of that type where a quorum was not present, a quorum is not present within 30 minutes of the time appointed for the meeting then the financial Full members present (being not fewer than 3) shall form a quorum.
- 9.5.4 No item of business may be transacted at a GM unless a quorum of members is present.

- 9.5.5 Subject to Clause 9.5.6 the President shall preside as chairperson at meetings.
- 9.5.6 If the President is not present within ten minutes after the time appointed for holding the meeting or if he or she is present but declines to take or retires from the chair, the financial members present may choose a Committee member to be the chairperson at that meeting. If no Committee member is present or all decline to take the chair, the financial Full members present may choose one of their own number to be the chairperson at that meeting.
- 9.5.7 A time limit will be placed upon general business at General Meetings of the Group when a visiting speaker is present. This limit shall be 40 minutes with the right to an extension of 10 minutes if it is called for by a 75% majority vote.
- 9.5.8 Standard procedures shall be adopted at all meetings unless this conflicts with these Rules.

9.6 Voting at General Meetings

- 9.6.1 Subject to these Rules, only a financial Full member can vote at a meeting of the Group.
- 9.6.2 Subject to these Rules, every Full member has only one vote at a meeting of the Group.
- 9.6.3 Subject to these Rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- 9.6.4 Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- 9.6.5 An Affiliate member shall be entitled to appoint one person, who shall not be a member of the Group, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the Affiliate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a Full member of the Group for all purposes until the authority to represent the Affiliate member is revoked.
- 9.6.6 Voting by post is allowed. The vote, voter's name, and resolution to be voted for, shall be signed by the member and in the hands of the chairperson of the meeting at which voting on the issue is to take place before voting closes.

9.7 Poll at General Meetings

- 9.7.1 If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 9.7.2 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

9.8 Special and ordinary resolutions

- 9.8.1 A special resolution is as defined in the Act. This requires a 75% majority to pass.
- 9.8.2 An ordinary resolution is a resolution passed by a simple majority.

9.9 Proxies

Full members shall be entitled to appoint in writing a member of the Group to be their proxy to attend and vote at any general meeting. The written proxy must be notified to the chairperson prior to the commencement of the meeting. Proxies are to be announced at the start of the meeting.

10 MINUTES

- 10.1 Proper minutes of all proceedings of general meetings of the Group and of meetings of the Committee, shall be entered within one month after the relevant meeting.
- 10.2 The minutes kept pursuant to this rule must be confirmed by members of the Group or the members of committee (as relevant) at a subsequent meeting.

- 10.3** The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 10.4** Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

11 FEES

- 11.1** Equipment fees and other charges shall be at rates recommended by the Committee and approved by a General Meeting.
- 11.2** All members shall be notified in writing of any changes to such fees.

12 DISPUTE RESOLUTION

- 12.1** The dispute resolution procedure set out in this rule applies to disputes under these Rules and By-Laws between -
- a member and another member
 - a member and the Group
- 12.2** The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 21 days after the dispute comes to the attention of all of the parties.
- 12.3** If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

13 FINANCIAL REPORTING and HANDLING

13.1 Financial year

The financial year shall begin on the first day of January each year.

13.2 Accounts to be kept

The Group shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Group in accordance with the Act.

13.3 Accounts and Reports to be laid before members

The accounts, together with any auditor's report on the accounts, and the Treasurer's statement and report, shall be laid before members at the annual general meeting. If no Treasurer has been appointed then the Committee shall present a statement and report.

13.4 Appointment of auditor

An Auditor may be appointed by the Committee at any time to audit the financial record statement and balance sheets of the Group.

13.5 Money received by the Group shall be paid into accounts at Government guaranteed financial institutions and classed into one of the following:

13.5.1 General Revenue. All monies not allocable to a "special purpose" as defined in Clause 13.5.2 shall be paid into accounts selected by Committee.

13.5.2 Special Purpose Revenue. The Committee can, or when a GM directs the Committee must, set up a separate Bank account for monies pertaining to a special purpose. The monies from these accounts may be invested in a manner consistent with the intent of the special purpose provided that any resolution to do so shall be treated as a special resolution.

13.6 Amounts withdrawn or committed

13.6.1 from **General Revenue** accounts must be authorized by at least one member of Committee. Names of signatories to be appointed separately for each account.

- 13.6.2 from **Special Purpose Revenue** accounts must be authorized by at least two Full members including one Committee member. Names of signatories to be appointed separately for each special account.
- 13.6.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by any 2 members of the Committee who are authorised to do so by the Committee.
- 13.6.4 Each expenditure cap and the condition in which it applies to trigger a special resolution is set at an AGM.
- 13.6.5 Annual or regular periodic expenditure including payment of memberships and subscriptions shall be deemed to be approved on a continuing basis provided that approval by a GM has been given in the first instance. Approval shall not extend to contractual agreements. GM approval is required for any change in that expenditure exceeding an increase of 10% per annum. A GM may terminate approval for any item of periodic expenditure. A list of items and amounts of periodic expenditure shall be maintained by the Committee for inspection on request.

13.7 Annual budget

- 13.7.1 An annual budget shall be approved at a GM in the quarter year prior to the year to which the budget applies. The budget must be on the notice for the GM. If the sum of non-recurring items of expenditure exceeds the expenditure cap then a special resolution is required.

13.8 Amendments to the annual budget

- 13.8.1 A GM can approve expenditure outside the annual budget without notice when it does not exceed the expenditure cap else a special resolution is required.
- 13.8.2 Unless agreed to by a special resolution, then no more than a total of 40% per annum of unallocated cashable assets can be spent on items or projects not specifically noted in an annual budget. The amount of unallocated cashable assets is to be determined from the annual report of the Treasurer.
- 13.8.3 Unless agreed to by a special resolution, then annual expenditure of cashable assets outside of an approved annual budget is at a rate of not more than:
 - 13.8.3.1 20% combined on all items applicable to either Records or Library,
 - 13.8.3.2 10% on all items applicable to Conservation, and
 - 13.8.3.3 25% combined on all other categories.

14 Prohibition against securing profits for members

The income and capital of the Group shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Group.

15 BY-LAWS

- 15.1 By-laws can be established for the orderly working of the Group.
- 15.2 By-laws may only be passed, cancelled or amended by a General Meeting.
- 15.3 A resolution to change the By-laws must be passed by at least a 60% majority.

16 SPECIMENS

- 16.1 All speleological specimens collected by members and visitors on Group trips shall become the property of the South Australian Museum unless Clause 16.2 applies. Such specimens may be retained temporarily for research purposes within the Group or with an accredited researcher.

- 16.2** If specimens are collected in collaboration with some other organisation of the same standing as the South Australian Museum then such specimens may be handed over to that organisation.

17 ALTERATION of RULES

- 17.1** These Rules may be altered (including an alteration to the Group name) at a GM by special resolution of the Full members of the Group passed by at least a 75% majority both of the vote and of those Full members present. This includes rescision or replacement by substitute Rules.
- 17.2** The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.
- 17.3** The registered Rules shall bind the Group and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

18 WINDING UP

- 18.1** The Group may be wound up if:
- 18.1.1 a resolution is carried to that effect, or
 - 18.1.2 membership falls below three (3) Full members, or
 - 18.1.3 twelve months elapses without a meeting, or
 - 18.1.4 is required under the Act.
- 18.2** A resolution to wind up the Group shall be submitted and dealt with in the same manner as a special resolution except that the resolution must be carried by 90% of those Full members present. The resolution may include a preferred organization as allowed by the Act for the distribution of any surplus assets.
- 18.3** If upon winding up or dissolution of the Group there remains after satisfaction of all debts and liabilities any 'surplus assets' as defined in the Act, such surplus assets shall be distributed to one or more organisations that have Rules which prohibit the distribution of its assets and income to its members. The order of preference for distribution is as follows:
- 18.3.1 the Australian Speleological Federation Incorporated.
 - 18.3.2 any other organisation which has similar objects to the Group.
 - 18.3.3 an organization allowed by the Act.
 - 18.3.4 the South Australian Museum.