

AUSTRALASIAN CAVE AND KARST MANAGEMENT ASSOCIATION INC

Registration number: A0031855P

ABN: 87 698 816 592

ASSOCIATION RULES

As agreed to at the ACKMA AGM, 14 May 2015.

Incorporated under the *Associations Incorporation Reform Act 2012* (Victoria, Australia) **(the Act)**

The Association

1. The name of the Association is: Australasian Cave and Karst Management Association Inc **(the Association)**.
2. The purposes of the Association are to—
 - a. advocate and facilitate wise and sustainable management of cave and karst resources, particularly in Australasia;
 - b. develop and promote policies, initiatives and standards in cave and karst management;
 - c. encourage and facilitate public awareness, education, interpretation, research and training that will improve cave and karst management; and
 - d. enhance and facilitate liaison and interaction amongst those interested in cave and karst management.

(the Purposes)

3. The Association has power to do all things that help it to achieve the Purposes.
4. The Association and its Committee may only exercise their powers and use the income and assets of the Association for the Purposes of the Association.

Financial year

5. The financial year of the Association starts on 1 April of each year.

Members

6. Any person who supports the Purposes of the Association can apply to join the Association.
7. Any organisation that supports the Purposes of the Association can apply to become an Associate Member. The rights of membership, including voting, shall apply to one nominated person only.
8. In recognition of distinguished services to the Association, an Annual General Meeting **(AGM)** may elect no more than three persons to the standing of Honorary Life Member;
 - a. Honorary Life Members shall have the same responsibilities and privileges as other members but shall be excused the payment of any subscription fee, but will be invited to make an annual contribution to the Life Member's Fund;

- b. Nominations for Honorary Life Membership shall be recommended to the AGM by the existing Honorary Life Members.
- 9. In recognition of special services to the Association, an AGM may elect no more than three persons to the standing of Fellow. Fellows shall have the same responsibilities and privileges as other members.
- 10. Annual subscription fees will be determined by resolution at a General Meeting.
- 11. Members must pay the annual subscription fee within three months of the start of the financial year. If a member does not pay in time, their membership will be suspended (when membership is suspended, a member cannot exercise their member's rights such as voting at a meeting).
- 12. Where a new member joins in the final three months of the financial year, the Committee may also offer membership for the following financial year.
- 13. Each member's liability is limited to the annual subscription fees.

Membership application and resignation

- 14. To become a member of the Association, a person or organisation must apply to the Treasurer, and pay the relevant subscription fee.
- 15. The Committee has the power to reject any application. No reason need be given for the rejection of an application.
- 16. If the Committee decides by resolution to reject an application, it must notify the applicant in writing of its decision within three months of the Treasurer receiving the application.
- 17. If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- 18. The responsibilities and privileges of membership only apply from the date at which the membership application and payment are both received, unless determined otherwise by the Committee.
- 19. Members can choose to stop being a member of the Association at any time by writing to the Executive Officer. The Association will not refund any fees already paid.
- 20. A member is taken to have resigned if the member's subscription fee is more than 12 months in arrears.

Rights of members

- 21. A member of the Association who is entitled to vote has the right to—
 - a. receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - b. submit items of business for consideration at a General Meeting; and
 - c. attend and be heard at General Meetings; and
 - d. vote at a General Meeting; and
 - e. attend and participate in conferences, symposiums, seminars and similar functions organised in the name of the Association; and
 - f. receive electronic versions of publications.
- 22. A member may, subject to rules 23 to 25, inspect the Rules of the Association, General Meeting minutes, relevant documents (as defined in the Act) and the members' register at a reasonable time.

23. A member can write to the Executive Officer asking for copies of these documents (with the exception of the members register). The Association can charge a reasonable fee for providing copies.
24. The Executive Officer can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.
25. Members cannot inspect or get copies of minutes of Committee Meetings or parts of the minutes, unless the Committee specifically allows it.
26. Members can write to the Executive Officer to ask that the Executive Officer restrict access to their details on the members' register if they have special circumstances. The Executive Officer will decide if there are special circumstances, and will write to the member outlining the decision.

The Committee

27. The Association is governed by a management committee (the **Committee**) that is made up of committee members (**Committee Members**).
28. The Committee can exercise all powers and functions of the Association (consistent with these Rules and the Act), except for powers and functions that the members are required to exercise at a General Meeting (under these Rules or the Act).
29. The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the committee in writing.
30. Among its other responsibilities, the Committee is responsible for making sure that:
 - a. accurate minutes of General Meetings and Committee Meetings of the Association are made and kept; and
 - b. all records, securities and relevant documents of the Association are kept properly.
31. A resolution in writing, signed by an absolute majority of the Committee Members, shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form and approval may be emailed in lieu of signature.
32. The Committee is made up of the following roles:
 - a. The President;
 - b. The Australian Vice-President;
 - c. The New Zealand Vice-President;
 - d. The Treasurer;
 - e. The Secretary;
 - f. The Executive Officer;
 - g. The Publications Officer;(these are the **Offices**)
 - h. Three Ordinary Committee Members; and
 - i. Up to two co-opted members.

Appointment and election of Committee Members

33. At the AGM, separate elections by ballot must be held for each of the Offices (except for the Secretary), and one election held for the Ordinary Committee Members.
34. If only one member is nominated for an Office, the Chair must declare the member elected to the position.
35. If three or fewer members are nominated for the position of Ordinary Committee Member, the Chairperson must declare those members elected to the position.
36. Nominations of candidates for election as members of the Committee shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate.
37. Nominations shall be delivered to the Executive Officer of the Association not less than seven days before the date fixed for the holding of the AGM.
38. If insufficient nominations are received to fill any position on the Committee, further nominations may be called for at the AGM.
39. The Secretary shall be appointed by the Committee.
40. The Secretary must be over 18 years of age, and live in Australia.
41. If the Secretary stops living in Australia, they cannot remain the Secretary.
42. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.
43. The elected members of the Committee may at any time co-opt up to two additional members to the Committee to carry out specific functions.
44. Each Committee Member other than the Secretary finishes their time on the Committee (**term**) at the next AGM after they were appointed, but they can be elected again.
45. A Committee Member stops being on the Committee if they:
 - a. resign, by writing to the Executive Officer; or
 - b. otherwise cease to be a committee member by operation of section 78 of the Act.
46. If a Committee Member other than the Secretary stops being on the Committee before the end of their term in accordance with rule 45, the Committee can temporarily appoint a member of the Association to fill the vacancy on the Committee until the next AGM.

Duties of offices

47. The Executive Officer must:
 - a. keep custody of all books, documents and securities of the Association; and
 - b. ensure members are given timely notice of meetings; and
 - c. provide members with access to the minutes of General Meetings and other books and documents.
48. The Secretary must:
 - a. perform any duty or function required under the Act to be performed by the secretary of an incorporated association, including lodging of documents with the Victorian Registrar of Incorporated Associations; and
 - b. give the Victorian Registrar of Incorporated Associations notice of the appointment within 14 days after the appointment.

49. The Treasurer must:

- a. maintain the register of members including their address and date of becoming a member; and
- b. remove within 14 days all former member's information from the register except their name and the date they ceased membership; and
- c. ensure that the financial records of the Association are kept in accordance with the Act; and
- d. coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the AGM of the Association.

Committee Meetings

- 50. The Executive Officer must give 14 days' notice of a Committee Meeting to Committee Members unless the meeting is an urgent meeting.
- 51. If an urgent meeting is called, as much notice as practicable must be given to all Committee Members and only the issues for which the meeting was called can be considered. Any resolution made at the urgent meeting must be passed by an absolute majority of Committee Members.
- 52. The Committee can decide how often it meets and the order of business at meetings.
- 53. Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
- 54. The Chair of Committee Meetings is the President; or if the President cannot attend, a Vice-President; and if the President and Vice-Presidents cannot attend, the Committee Members can elect a Chair for that meeting.
- 55. On any issue, each member of the Committee has a vote – except as outlined in Rule 43. If a vote is tied, the Chair of the meeting has a deciding vote.
- 56. The majority (more than half) of Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the **quorum**).

General Meetings

- 57. The Association must hold an AGM within five months of the end of the Association's financial year.
- 58. The Committee shall determine the date, time and place of the AGM.
- 59. The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Committee Members.
- 60. At each AGM, the Association must determine the subscription fees (if any) for each class of member for the following financial year.
- 61. The Committee or a group of at least 10% of all members may convene a Special General Meeting.
- 62. At least 10 members (a **quorum**) must be present at a General Meeting (either in person or through the use of technology, or by proxy) for the meeting to be held.
- 63. Members may vote by proxy at General Meetings.
- 64. Proxy forms must be received by the Executive Officer before the start of any meeting.
- 65. Notice of General Meetings must be provided to members at least 21 days before the meeting in accord with rule 83, and include the time, date and place of the meeting.

66. Where a special resolution is proposed, notice must be provided in accord with rule 89.
67. Notices of General Meetings must include proposed matters to be dealt with at that meeting.
68. The Chair of a General Meeting will be the President; or if the President is not in attendance, a Vice President; or if the President and a Vice President are not in attendance, the members at the meeting can elect a Committee Member to be Chair.
69. Votes may be held by a show of hands or written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member may request a vote be held again by written ballot.
70. If a vote of the members is tied, the Chair of the meeting has the deciding vote.
71. The Chair may adjourn the meeting if there are not enough members at the meeting (see rule 62) within 48 hours of the meeting time; or if there is not enough time at a meeting to address all business. A new notice must be sent to members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).

Grievance disputes

72. If there is a dispute between a member and another member, a member and the Association, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.
73. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
 - a. the party with a grievance must write to the Association and any other people affected, and explain what they are unhappy about;
 - b. the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must give the people involved reasonable notice of the time and place of the hearing;
 - c. at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute; and
 - d. if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.

Disciplining members

74. The Committee can discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Association.
75. The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
76. The Committee must arrange a disciplinary procedure that meets these requirements:
 - a. the outcome must be determined by a unbiased decision-maker;
 - b. the member must have opportunity to be heard; and
 - c. the disciplinary procedure must be completed as soon as reasonably practicable.
77. The outcome of a disciplinary procedure can be that the member must leave the Association, for a period of time or indefinitely. The Association cannot fine a member.

Funds

78. The Association may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the Committee that are consistent with furthering the Association's Purposes.
79. The Association must not distribute funds, income or assets to members except as allowed for in Section 4 of the Act. Subject to any restrictions imposed by a General Meeting of the Association, the Committee:
 - a. must approve expenditure on behalf of the Association;
 - b. may authorise expenditure on behalf of the Association up to a specified limit, without requiring specific approval from the Committee for each item of expenditure.
80. Cheques, electronic funds transfers or cash payments made from the Association's funds must be authorised by any two members appointed as financial signatories by the Committee.
81. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.
82. The Association does not have a common seal.

Notice requirements

83. Any notice required to be given to a member or to a committee member under these Rules may be given by handing the notice to the member personally, or by sending it by post to the member at the address recorded for the member on the register of members, or by email or facsimile transmission, or by advertisement in publications of the Association.

Alteration of Rules

84. These Rules may be changed, added to, or replaced by special resolution of the Association's members at a General Meeting.

Winding Up

85. The members may vote by special resolution at a General Meeting to wind up the Association.
86. If the Association is wound up, any surplus assets must not be distributed to the members or former members of the Association, and (subject to the Act and any Court order) must be distributed to another organisation or organisations, so long as that other organisation or organisations are not carried on for the profit or gain of its members.
87. Where possible, any surplus assets shall be distributed to an organisation with interest in cave management.

Special Resolution

88. A special resolution must be passed by 75% of members present or voting by proxy at a meeting and who are entitled to vote.
89. At least 28 days' notice of any meeting that includes a proposed special resolution must be given to all members.