

**CAVE DIVERS' ASSOCIATION
OF AUSTRALIA INCORPORATED**



CONSTITUTION

Issued February 1987

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The name of the Association shall be "Cave Divers' Association of Australia Incorporated" ("Association").

The Office of the Association shall be care of the residential address of the Secretary or at such other place as the Committee shall determine and publish to the membership.

- a. The basic aims and objects of the Association are to foster the development, advancement, promotion and research of underwater activities involving caves and sinkholes including safety, mapping, education, exploration and conservation aspects.
- b. Additional aims and objects of the Association include:
 - (1) to seek Government support and assistance for the attainment of the Association's agreed aims,
 - (2) to accept subscriptions, donations, devises and bequests to enable the furtherance of the Association's aims,
 - (3) to acquire, dispose of or otherwise deal with any real or personal property that may be considered necessary or convenient by the Committee of the Association,
 - (4) to liaise with landholders and other interested parties to promote co-operation and understanding with the Association,
 - (5) to promote and engage in such other activities and the provision of such other facilities as will enhance and are consistent with the stated aims and objects,
 - (6) to ensure adequate training and safety of all members and intending members,

The Association may affiliate with such other associations or bodies the aims and objects or interests of which are considered by the Committee to be in common with those of the Association.

b. Any such applicant shall be deemed to have become an Associate member upon:

- (1) making written application on the prescribed form,
- (2) being accepted by the Committee or its designate, and
- (3) having paid the prescribed Associate membership fee and subscription.

c. An Associate member may attend meetings of the Association but has no voting rights.

- (1) making written application to the Committee on the prescribed form, and
- (2) being accepted by the Committee, or its designate, as being a person having met the requirements of the Association, including:
 - (a) payment of the prescribed membership fee and subscription, and
 - (b) having passed to the satisfaction of the Examiners any tests or courses approved by the Committee as being mandatory to obtain membership,
 - (c) any other requirements as set out in the Regulations of the Association.

9 Membership Fees

- a. Members shall be rated into categories of skill and experience. All members, whatever their category rating, shall have equal membership rights and are eligible to stand for election within the Association.
- b. Members shall only dive in caves and sinkholes appropriate to the level of their category rating.
- c. The category rating of each cave or sinkhole shall be set out by the Examiner Sub-Committee.

- a. The amount of such fees shall be determined at each Annual General Meeting of the Association and incorporated in the Regulations of the Association.
- b. Membership and any other fees must be paid and a receipt issued before any form of membership is granted to intending members.
- c. Membership fees shall become due on 1 July each year.
- d. If fees payable by an intending member are paid between 1 April and 1 July, then that member shall be deemed financial for the financial year following.
- e. Any member whose membership fees remain unpaid by 1 September shall, at the discretion of the Committee, cease to be a member.

- a. Associate membership shall be open to any person who is interested in the aims and objects of the Association, as evidenced by their application, but has not achieved any category rating as outlined in this Constitution, or the Regulations of the Association, or to any member who wishes to relinquish their category rating.

10 Responsibility

- a. No member shall without the sanction of the Committee, be authorised to represent the Association in any way, or affix his name to any document (including any letter) relating to the affairs of the Association.
- b. No member shall carry out any resolution of any meeting or undertaking to arrange anything to which it is necessary to couple the name of the Association, unless requested by members at a General Meeting or by the Committee.
- c. No member shall make, authorise or issue any public statement, whether written or verbal, or in any way purport to represent the Association or its views on any matter whatsoever, or make any statement which may be in any way associated with the Association, except within the provisions of Clause 10 of this Constitution.

11 Retirement of a Member

- a. Any member may resign by first giving 30 days notice in writing to the Secretary of the intention to resign, and upon expiration of that period of notice, the member shall cease to be a member of the Association.
- b. Any member retiring from the Association or ceasing for any reason whatsoever (including expulsion) to be a member shall not have any right, title or interest in or to any property of the Association.

12 Violation of Regulations or Constitution

- a. Every member undertakes to comply with the Constitution and the Regulations of the Association, and any refusal or neglect to do so shall render such member liable to suspension, expulsion or any other penalty as set out in the Regulations of the Association.
- b. Suspension. Two thirds of the Committee (comprising not less than two members of each State) shall have the power to suspend a member's cave diving endorsement for any breach of the Constitution or Regulations, provided always that such a member shall be given not less than 14 days notice in writing prior to the Committee meeting to be held to deal with the complaint. That notice must provide full details of the nature of the complaint and the time and place of the Committee hearing at which time such member is entitled to appear before the Committee (with or without representation) for the hearing of the complaint.
- c. Expulsion. Two thirds of the Committee (comprising not less than two members of each State) shall have the power to recommend to an Annual General Meeting or General Meeting of the Association, the expulsion of a member for any breach of the Constitution or of the Regulations. The Committee may suspend such a member pursuant to Clause 12.b. of this Constitution until such time as the next Annual General Meeting or General Meeting whichever be the sooner.

13 Financial Year

The financial year of the Association shall be a period of twelve calendar months ending on 30 June in each year.

14 Office Bearers

- a. The office bearers of the Association shall consist of a President, Vice-President, Secretary, Treasurer, South Eastern Representative, a Records Officer being a resident of South Australia, a Records Officer being a resident of Victoria and two other members elected in accordance with this Constitution, forming a Committee ("the Committee").

- b. Also holding office, but not forming part of the Committee shall be a National Testing Officer and a Research Group Co-ordinator.

15 Duties of Office Bearers

- a. The President shall:
 - (1) Preside as Chairperson at all meetings of the Association and Committee and supervise the discussions and preserve order so that business may be conducted properly, or appoint, with the approval of the Committee, a Chairperson who shall undertake the responsibilities of the President with respect to controlling the meetings of the Association or Committee.
 - (2) Authorise all statements for publication or general release to the public,
 - (3) Call Special General Meetings of the Association,
 - (4) Prepare an annual report of the activities of the Association,
 - (5) Be an ex-officio member of all Sub-Committees of the Association,
 - (6) Have a casting vote at meetings of the Association.
- b. The Vice-President shall:
 - (1) Assist the President, and in his absence or inability to act, exercise all the powers and perform all of the duties of the President.
- c. The Secretary shall:
 - (1) Be responsible for the administrative organization of the Association and the adequate keeping of records,
 - (2) Keep an up to date copy of the Constitution and Regulations and make copies available to any member on request,
 - (3) Conduct all the general correspondence of the Association,
 - (4) Prepare all necessary agenda and business for all meetings of the Association or Committee,
 - (5) Prepare an annual report of the administrative activities of the Association,
 - (6) Upon the advice of the President, call all meetings of the Association or Committee, and notify relevant members,
 - (7) Take minutes of meetings and keep them in a Minute Book kept solely for that purpose. The Minute Book shall remain the property of the Association,

- (8) Maintain a record of all Special Visitor Permits issued.
- d. The Treasurer shall:
- (1) Keep the necessary account books,
 - (2) Receive all monies belonging to the funds of the Association and within a reasonable time, deposit or arrange for the deposit of such monies with the Association's bankers,
 - (3) Pay all accounts as and when authorized by the Committee,
 - (4) Keep a list of members and ensure that they are advised of any fees due to the Association,
 - (5) Prepare and submit an annual report of the Association's finances, balance sheet and other financial statements, transactions and of the financial position of the Association, including all bank balances, at each Annual General Meeting or General Meeting of the Association.
- e. The South-Eastern Representative shall:
- (1) Liaise with members of the Association, landowners and other interested groups in the South East of South Australia.
- f. The Records Officer being a resident of South Australia shall:
- (1) Maintain a record of all members of the Association resident in South Australia or any other part of Australia save for the State of Victoria, including their financial status and their categorization.
- g. The Records Officer being a resident of Victoria shall:
- (1) Maintain a record of all members of the Association resident in Victoria including their financial status and their categorization.
- h. The National Testing Officer shall:
- (1) Keep a list of members holding current Examiner status,
 - (2) Undertake and be responsible for ensuring compliance with the provisions of the Examiners Manual,
 - (3) Represent the views of the Examiner Sub-Committee to the Committee as required,
 - (4) Provide an annual report to the President, of all the activities of the Examiner Sub-Committee,
 - (5) Provide a written report to the President of any infringement by an Examiner of the requirements of the Examiners Manual.

- i. The Research Group Co-ordinator shall:
- (1) Keep a list of all members assisting and having assisted on projects undertaken by the Research Group Sub-Committee,
 - (2) Obtain approval of the Committee prior to the commencement of any new project and to liaise with the Committee thereafter,
 - (3) Provide an annual report to the President, on all activities of the Research Group Sub-Committee. Such reports will remain the property of the Association and will not be made available to members of the Association without the written consent of the landowner allowing access to the site researched.

16 Committee

- a. The Committee of the Association shall consist of not more than four members from each State or Territory of Australia together with one member a resident of the South-Eastern region of the State of South Australia ("The South-Eastern Representative").
- b. Two thirds of the Committee shall constitute a quorum.
- c. The Committee shall meet at least once every year.
- d. The President or Secretary shall, whenever there be urgent business for the Committee, convene a special Committee meeting.
- e. No individual member of the Committee shall act independently without the authority of the Committee.
- f. The affairs of the Association shall be managed and controlled exclusively by the Committee which in addition to any powers and authorities conferred by this Constitution may exercise all such powers and do all such things as are within the objects of the Association and are not required by this Constitution to be done by the Association in general meeting.

17 Powers and Duties of the Committee

The Committee shall:

- a. Fill vacancies, make appointments, make Regulations in conformity with this Constitution and do all such acts and things that it deems advisable for carrying out and managing the affairs of the Association.
- b. Fill any casual vacancy until the next Annual General Meeting. Such vacancy shall be filled in the manner set out in the Regulations of the Association.

- c. Deal with applications for membership and resignations of members, which must be submitted in writing.
- d. Interpret the Constitution and Regulations of the Association.
- e. Carry out all resolutions passed at any Meeting of the Association.
- f. Deal with any other matters which may arise or are not specifically provided for in this Constitution and the Regulations of the Association until a ruling on such matters is provided by the members at an Annual General Meeting.
- g. Recommend making, altering or repealing parts of this Constitution and the Regulations as it deems necessary for the proper conduct of the Association.
- h. Authorise all expenditure and direct the method of dealing with monies received on behalf of the Association.
- i. Present any action of the Committee for consideration by the following General Meeting of the Association.
- j. Commend or honour any individual who has rendered any outstanding service to the Association, subject to the approval by a General Meeting of the Association.
- k. Recommend the expulsion of any individual who contravenes any Regulation of the Association, subject to the approval by an Annual General Meeting or General Meeting of the Association.

18 Sub-Committees

- a. Sub-Committees may be formed as the need is found by the Committee. All Sub-Committees shall be subject to and subordinate to the Committee.
- b. All Sub-Committees so formed and existing shall be subject to terms of reference which shall be nominated by the Committee.
- c. All Sub-Committees so formed and existing shall be for a term fixed by the Committee not exceeding two years.
- d. Sub-Committees shall be accountable to the Committee and shall obtain approval of the Committee before any action is taken.

19 Election of Office Bearers

- a. All office bearers required by this Constitution shall hold office for one year. Nothing shall prevent retiring office bearers being eligible for re-election.

- b. The Committee members for the States of South Australia and Victoria shall be elected at a Special State Meeting held specifically for that purpose.
- c. Committee members from States or Territories other than South Australia and Victoria (excluding the South-Eastern Representative) may be elected at a Special State Meeting held specifically for that purpose only when the members resident in that State or Territory exceed 50 in number.
- d. The South-Eastern Representative will be elected at the Annual General Meeting in the same manner as set out in Clause 19.e. of this Constitution.
- e. Members must be given not less than 30 days written notice of meeting, calling for written nomination of candidates for the Committee.
- f. Nominations must be endorsed by two other members. All three parties to the nomination form must be financial members of the Association at the time of nomination.
- g. Nominations must be received by a Returning Officer appointed by the Committee and advised in the notice given pursuant to Clause 19.e. of this Constitution, not less than 25 days prior to the meeting at which the election is to be held.
- h. The agenda for the meeting to be held for the election, together with a list of members validly nominated and voting papers shall be distributed not less than 21 days prior to the meeting.
- i. At any Special State Meeting called for the election of Committee members, voting for the Committee will be by ballot. Committee members will be those with the highest number of votes.
- j. In the event that there are not sufficient nominations in accordance with this Clause for the positions to be filled, the Committee may, in addition to but not in substitution for those nominations already received, give notice pursuant to Clause 19.(h). of this Constitution that nominations will be accepted from the floor of the meeting and then voted upon.

20 Meetings

The following types of meetings may be held for members of the Association as required by this Constitution, or at the request of the members or the Committee:

- a. Annual General Meeting,
- b. General Meeting
- c. Special General Meeting
- d. Special State Meeting

21 General Meetings

- a. A General Meeting shall be called by the President in accordance with:
 - (1) a resolution of the Committee, or
 - (2) a written request signed by at least five per cent of all financial members.

22 Annual General Meetings

- a. The Annual General Meeting of the Association shall be held at a date fixed by the Committee between 31 July and 1 October each year.
- b. The business to be transacted at the Annual General Meeting shall be in the following order:
 - (1) Reading and confirmation of the minutes of the previous Annual General Meeting or General Meeting.
 - (2) Presentation and adoption of annual reports, balance sheet and financial statement.
 - (3) Election of the South-Eastern representative.
 - (4) Transaction of any other business affecting the interest and welfare of the Association, of which due notice has been given in accordance with this Constitution.
 - (5) Transaction of any other general business.

23 Special General Meetings

- a. A Special General Meeting of members of the Association shall be convened whenever the Committee deems it necessary, or upon a request in writing from not less than 25 percent of financial members. The time and place for holding the meeting shall be fixed by the Committee. Notice of such meeting shall be given to the members in accordance with Clause 21.a. of this Constitution. No business other than that notified shall be dealt with at such a meeting.
- b. Where a Special General Meeting of the Association is requested by the members as outlined in Clause 25.a. of this Constitution, the Committee shall cause such Special General Meeting to be held within 50 days from the date such request is received.
- c. A request for a Special General Meeting by members shall state the objects of the meeting, shall be signed by the members making the request, shall be sent to the address of the Secretary and may consist of several documents in like form, each signed by one or more of the members making the request.

24 Special State Meetings

- a. A Special State Meeting shall be convened by members of the Committee resident in a State or Territory, for members resident in that State or Territory, for the purpose of election of State representatives following their nomination in accordance with Clause 19. of this Constitution.
- b. A Special State Meeting shall be held within the 30 days prior to the Annual General Meeting.
- c. A Special State Meeting may be convened at any other time as deemed necessary by the Committee.
- d. Other business relevant to the forthcoming Annual General Meeting may be considered at a Special State Meeting, provided that notice has been given in accordance with Clause 21.c. of this Constitution.

25 Procedures for Meetings

Save where otherwise expressly provided in this Constitution, the following procedure shall be complied with for any meeting for the members:

- a. Notice of Meeting: Not less than 30 days prior notice in writing shall be given by the Secretary to all members eligible to attend such meetings. Such notice shall be by pre-paid post to each member at their address appearing in the records of the Association, and shall state the place, date and time of the meeting and the nature of the business to be transacted and showing any motions to be voted upon.
- b. Quorum:
 - (1) No item of business shall be transacted at any meeting listed in Clause 20 of this Constitution unless a quorum of members entitled to vote is present during the time when the meeting considers and votes upon that item.
 - (2) 25 members personally present and entitled to vote shall constitute a quorum for the transaction of business at a meeting.
 - (3) If after one half-hour after the time appointed in any notice which complies with Clause 21.a. of this Constitution a quorum is not present then the Chairperson shall arrange a further meeting, notice of which must be given in compliance with Clause 21.a. of this Constitution
- c. Members Motions: A member desiring to bring any business before a meeting shall give 50 days notice of that business in writing to the Secretary who shall include that business in the notice calling the next General Meeting after the receipt of the member's notice.

26 Voting

a. General

- (1) A member is not entitled to vote at any meeting either personally, by postal vote or by proxy vote, unless all moneys due and payable to the Association by that member have been paid.
- (2) On any question arising at a meeting a member entitled to vote has one vote only. Such votes may be given personally or, provided the requirements of this Constitution are met, by postal vote or by proxy vote.
- (3) Election of officers of the Association shall take place at a meeting by ballot. The Chairperson shall appoint two scrutineers who shall report the result of the ballot to the Chairperson of the meeting only. If two or more candidates receive an equal number of votes, then the President shall exercise such casting votes as necessary to resolve the equal votes.
- (4) All questions for decision of the members at a meeting shall be duly proposed and seconded, and shall be determined by a show of hands unless a ballot is asked for by at least half of the members present. In the event of a ballot, the Chairperson shall appoint two scrutineers who shall report the result of the ballot to the Chairperson only. When votes are equal, the President shall exercise such casting votes as necessary to resolve the equal votes. The result of such a ballot shall be deemed to be a resolution of the Association adopted at such meeting.
- (5) At any meeting of the Association, unless a poll is requested by at least half the members present and entitled to vote, a declaration by the Chairperson for the time being that a resolution has been carried or lost and an entry in the minutes to that effect shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour or against such resolution.

b. Proxy Voting

- (1) A member not otherwise voting shall be entitled to appoint another member as proxy provided that both members are at the time of appointment in compliance with Clause 22.a.(1) of this Constitution.
- (2) A proxy vote shall only be acceptable in relation to election of Committee members or on motions, notice of which has been given pursuant to Clause 21.a. of this Constitution.
- (3) The form of appointment of proxy shall be in writing naming both members and their addresses, and setting out the date upon which the meeting will be held at which the proxy will be operative. The form must be signed and dated by the person appointing the proxy.

- (4) The notice appointing the proxy must be received by the Secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.

c. Postal Voting

- (1) A member not otherwise voting shall be entitled to utilize a system of postal voting at State level or otherwise, for matters which the Committee in their sole discretion think fit, save for Clause 22.c.(2) of this Constitution.
- (2) In all cases of a proposed change to this Constitution the Committee shall provide for written votes by members unable to attend personally to vote on such motions.
- (3) A postal vote shall only be made upon a form approved and provided by the Committee for that purpose.
- (4) Notices of postal vote shall be issued by the Committee and a Committee member shall, at the discretion of the Committee, act as Returning Officer.
- (5) Postal vote forms shall be provided with the notice of the motion or meeting giving notice of the matter upon which voting will take place, as required by Clause 21.a. of this Constitution.
- (6) The postal vote form must be received by the Secretary no later than 48 hours before the time of the meeting in respect of which the vote will be made.

27 Alterations to the Constitution

The Constitution of the Association may be altered at an Annual General Meeting, General Meeting or Special General Meeting of the Association subject to the following conditions:

- a. The amendment shall be notified by the proposer, in writing, to the Secretary, at least 50 days prior to the date of the next meeting.
- b. The Secretary shall notify each member, in writing, of the proposed alteration in accordance with Clause 21.a. of this Constitution.
- c. Members unable to attend the meeting may table their postal vote on the motion, in accordance with Clause 22.c. of this Constitution.
- d. No proxy votes shall be accepted on amendments to the Constitution.
- e. The Secretary shall advise all members in writing of the duly passed amendment within 30 days of it being passed, and such alteration shall come into effect seven days after the posting of such notice.

28 Winding Up

- a. The Association shall be wound up voluntarily whenever a resolution is passed by at least 80 percent of all financial members, requiring the Association to be wound up voluntarily at a Special General Meeting called for that purpose.
- b. If upon the winding up or dissolution of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, that property shall not be paid or distributed among the members, but shall be given or transferred to some other institution or institutions whose objects are similar to the objects of the Association. Such distribution shall be determined by the members at a General Meeting to be held at or before the time of dissolution.

29 The Seal

- a. The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- b. The seal shall not be used without the express authorization of the Committee and every use of the seal shall be recorded in the minute book of the Association.
- c. The affixing of the seal shall be in the presence of either the President or the Vice-President and two other members of the Committee.
- d. At least one member, a resident of the States of Victoria and South Australia respectively shall witness the affixing of the seal.
- e. The seal shall be kept in the custody of the Secretary or such other member of the Committee as the Committee shall from time to time decide.

30 Notices

- a. A notice, including any notice of meeting, required to be served in accordance with this Constitution may be served on behalf of the Association by sending it by post to the members at their address shown in the Records of the Association.
- b. Where a document is properly addressed, pre-paid and posted to a member, the document shall, unless the contrary is proved, be deemed to have been given to the member at the time at which the document would have been delivered in the ordinary course of post.