

**Constitution of the
KOSCIUSZKO HUTS ASSOCIATION INCORPORATED**

May 2014

Constitution of the
KOSCIUSZKO HUTS ASSOCIATION INCORPORATED
RULES

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PART 1 - PRELIMINARY

1. Name

The name of the Association is the Kosciuszko Huts Association Incorporated.

2. Objects

The objects of the Kosciuszko Huts Association Incorporated are:

- (a) To assist with the management and conservation of huts and associated structures in the high country of NSW and the ACT, principally in Kosciuszko National Park (KNP) and Namadgi National Park (Namadgi).
- (b) To assist with the building of new huts when and where appropriate.
- (c) To liaise with and advise relevant authorities on matters relating to huts, hut sites and associated structures.
- (d) To conduct and promote historical research and conservation of the cultural heritage of the Australian high country.
- (e) To establish and maintain a caretaker system for huts and associated structures in the high country of NSW and the ACT.
- (f) To foster the continuation of cultural traditions such as the use of traditional tools and construction techniques.
- (g) To encourage the safe and responsible use of the Australian high country and co-operate with organisations responsible for search and rescue operations.
- (h) To foster enjoyment of the national parks, nature conservation reserves and natural bushland of the Australian high country.
- (i) To promote conservation of the natural environment.
- (j) To co-operate with persons or organisations whose interests, activities and objects are compatible with those of the Association.

3. Interpretation

In these Rules, unless a contrary intention appears:

“these rules” means the Constitutional Rules of Kosciuszko Huts Association Incorporated replacing those October 2004;

“the Association” means the Kosciuszko Huts Association Incorporated;

"Committee" means the Committee of Management as constituted in rule 19;

"Committee Member" includes all of those persons constituting the Committee of Management in accordance with rule 21;

"Member" means a Member of the Association, however described, as referred to in rule 6;

“Office Bearer” means President, Vice President, Treasurer, Secretary, Membership Secretary, Newsletter Editor, Huts History Officer, and Huts Maintenance Officer;

"officer" means any Office Bearer, the Public Officer or Committee Member of the Association;

"Secretary" means the person who has been elected as the Secretary of the Association or, where no such person holds that office, the Public Officer of the Association;

"**hut**" means a variety of buildings and sites, and associated structures such as yards, water races etc, in the high country of NSW and the ACT regardless of their state of repair, ranging from small, simply built and/or vernacular buildings, to large more elaborate facilities retained or erected for one of the following uses or values; shelter, recreation, historical and/or architectural;

"**financial year**" means the period from 1 March in a year to the last day of February in the following year;

"**Membership year**" means the period from 1 July and to 30 June in the following year.

"**special resolution**" means a resolution which:

- (a) is passed at a General Meeting of the Association, being a meeting of which at least 21 days notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members of the Association; and
- (b) is passed by at least three-quarters of the votes of those members of the Association who, being entitled to vote, vote at the meeting;

"**the Act**" means the *Associations Incorporation Act 1991* (ACT);

"**the Territory**" means the Australian Capital Territory.

4. Powers

The Association has, both within and outside the Territory, the legal capacity of a natural person and, without limiting the generality of the foregoing has power:

- (a) to grant a floating charge on property of the Association;
- (b) to arrange for the Association to be registered or otherwise recognised as a corporate body in a place outside the Territory; and
- (c) to do any act that it is authorised to do by law, as is necessary, incidental or conducive to the attainment of the objects of the Association.

5. Income and Property

- (1) KHA is a not-for-profit association incorporated under 'The Act' and the assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- (2) Sub-rule (1) does not prevent the payment in good faith to an officer, member or employee of the Association of:
 - (a) remuneration in return for services actually rendered to the Association by the officer, member or employee for goods supplied to the Association by the officer, member or employee in the ordinary course of business; or
 - (b) interest at current bank overdraft rate on money lent; or
 - (c) a reasonable and proper sum by way of rent for premises let to the Association by the officer, member or employee.

PART 2 - MEMBERSHIP

6. Eligibility for Membership/ Classes of Membership

- (1) Any person interested in and supportive of the objects of the Association may apply for membership of the Association.
- (2) Classes of membership of the Association shall be:
 - a) **Ordinary Membership** which is open to any person who supports the objectives of the Association and pays the annual subscription.
 - b) **Family Membership** is open to up to two adults and their dependants who support the objectives of the Association and pays the annual subscription.
 - c) **Group Membership** is open to any organisation or group of persons which supports the objects of the Association and pays the annual subscription.
 - d) **Concessional Membership** is open to any student or pensioner, or any other person as agreed by the Committee who supports the objects of the Association and pays the annual subscription.
 - e) **Life Membership.** The committee may nominate persons for election by a General Meeting to Honorary Life Membership of the Association.

Note: Family and Group Memberships may include a multiple number of members provided they satisfy the provisions of sub-rule 7(2).

7. Admission to Membership

- (1) An application for membership of the Association shall be:
 - (a) made in writing on a form approved by the Committee; and
 - (b) signed by the person applying for membership; and
 - (c) lodged with the Secretary of the Association, together with the sum payable as the first year's subscription.
- (2) Where the application is for Family Membership or Group Membership, the application shall list the names of each person to be covered by that membership.
- (3) As soon as practical after the receipt of the application, the Secretary shall record the membership and enter the applicant's name(s) in the Register of Members, whereupon the applicant(s) becomes a member(s) of the Association.
- (4) As soon as practical after the entry of the applicant's name(s) on the Register of Members, the Secretary shall notify the applicant(s) in writing of their membership status.

8. Register of Members

- (1) The Secretary shall maintain or cause to be maintained a Register of Members of the Association which records:
 - (a) the name and current address of the member;
 - (b) the date of admission to, and termination of, membership; and
 - (c) any periods of office or Committee membership.
- (2) The Register of Members shall be available for inspection by members at reasonable times at a place in the Territory nominated by the Committee.

9. Rights of Members

(1) Members shall be entitled to attend all General Meetings of the Association and each membership shall be entitled to one vote at these meetings. This means that, although a Family Membership or Group Membership may entitle two or more of persons to be registered as members, as a group, they are only entitled to one vote at meetings of the Association.

(2) Members shall be eligible for election to any office of the Association, and to the Committee.

(3) A right, privilege, or obligation of a person by virtue of their membership of the Association:

- (a) is not capable of being transferred or transmitted to another person;
- (b) terminates upon the cessation of their membership.

10. Liability of Members

(1) The liability of members is limited.

(2) A member of the Association is liable to contribute towards the payment of the debts of the Association or the costs, charges and expenses of a winding up of the Association, only to the extent of any arrears in their membership subscription.

11. Membership Subscription

(1) The membership subscription per annum shall be according to the following schedule, or such other sums as the Annual General Meeting shall from time to time determine:

- (a) Ordinary Membership: \$40.00
- (b) Family Membership: \$60.00
- (c) Concessional Membership: \$30.00
- (d) Group Membership –
 - Level 1: up to 10 members: \$100.00
 - Level 2: up to 20 members: \$150.00
 - Level 3: up to 50 members: \$200.00
 - Level 4: up to 100 members: \$250.00
 - Level 5: own insurance: \$100.00

(2) The membership subscription is payable on 1 July in each year.

12. Cessation of Membership

A person ceases to be a member of the Association if the person:

- (a) dies, or, in the case of a body corporate, is wound up;
- (b) resigns from membership of the Association by written notice to the Committee;
- (c) is terminated from the Association in accordance with rule 13; or
- (d) fails to pay the annual membership subscription within six months of the due date.

13. Termination of Membership

(1) The membership of any member may be terminated by special resolution at a General Meeting convened for that purpose upon the grounds that the member:

- (a) has persistently refused or neglected to comply with a provision of the rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

(2) Subject to section 50 of the Act which requires compliance with the rules of natural justice, the person affected shall be given proper notice of the meeting, including a statement of the grounds of the proposed termination of membership, and shall be given a fair opportunity to present their case to the meeting either orally or in writing.

(3) Upon the termination of membership under this rule, the Secretary shall remove, or cause to be removed, the name of the member from the Register of Members, whereupon that member ceases to be a member of the Association. The Secretary shall promptly advise the member by writing, posted to their last known address, that their membership has been terminated.

PART 3 - GENERAL MEETINGS

14. Annual General Meeting

(1) The Association shall, once in each calendar year, hold an Annual General Meeting.

(2) The Annual General Meeting shall be held between 1 March and 30 June on a day determined by the Committee.

(3) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year, and shall be specified as such in the notice convening it.

(4) The ordinary business of the Annual General Meeting shall be to:

- (a) confirm the minutes of the last preceding Annual General Meeting and of any special general meetings held since that meeting;
- (b) receive from the Committee reports on the activities of the Association during the preceding financial year;
- (c) receive and consider the audited statement of accounts, the Auditor's Report and the other reports that are required to be submitted to members in accordance with section 73(1) of the Act; and
- (d) elect the Officer Bearers of the Association and the other Committee Members.

(5) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

15. General Meetings

(1) The General Meeting of the Association shall be the controlling body of the Association.

- (2) Only a General Meeting shall have the power to elect any person nominated by the Committee to Honorary Life Membership of the Association, and elect any person Patron of the Association.
- (3) Notice of a motion to be included on the agenda of a General Meeting, including notice of any motion for amendment of this Constitution, shall be given to the Secretary at least eight weeks before the date appointed for the meeting.
- (4) A member desiring to bring any business before a General Meeting must give notice in writing of that business to the Secretary at least two (2) weeks before the date appointed for the meeting.
- (5) The Committee may, whenever it thinks fit, convene a General Meeting of the Association.
- (6) A General Meeting shall be summoned by the Secretary on the written request of not fewer than twenty members of the Association.
- (7) A request for a General Meeting shall state the proposed business of the meeting, shall be signed by those requesting it, and shall be posted to or delivered to the Secretary of the Association at the business address of the Association. The request may consist of several documents in like form, each signed by one or more of those requesting it.
- (8) If the Secretary does not cause a General Meeting to be held within twenty-eight (28) days from the date on which a request is received, those requesting it collectively, or any of them, may convene the meeting; but any meeting so convened has to be held within two months of receipt of the request.
- (9) A General Meeting convened in accordance with this rule shall be convened in the same manner as those which are convened by the Committee.

16. Notice of General Meetings

The Committee shall give at least twenty-one (21) day's notice in writing to all members of the place, day and time for the holding of a General Meeting, and of the nature of the business to be transacted.

17. Quorum for General Meetings

- (1) No item of business shall be transacted at a General Meeting unless a quorum of members entitled to vote under these Rules is present.
- (2) The quorum for General Meetings shall be twenty (20) members or one half of the membership, whichever is the fewer.

18. Procedure at General Meetings

- (1) The President, or, in the absence of the President, the Vice President or a Committee Member shall chair General Meetings of the Association. If none of these people is present or all are unwilling to act or, if it has been agreed to by the Committee, the members present shall appoint one of their number to chair the meeting.
- (2) The person chairing a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn from time to time and place to place, but no business shall be

transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(3) Where a General Meeting is adjourned for twenty-one days or more, then like notice of the adjourned meeting shall be given as in the case of the original meeting.

(4) Questions arising at a General Meeting shall be determined by a show of hands of those eligible to vote or, if demanded by not less than three members, by a poll taken in such manner as the person chairing the meeting may determine.

(5) In accordance with Rule 9(1), each membership represented in person at a General Meeting (including the person chairing the meeting) shall be entitled to one vote and, in the event of an equality of votes, the motion shall lapse.

(6) All members are entitled to attend General Meetings and to vote. Members not able to attend may vote by proxy in accordance with Rule 19.

19. Proxy Voting

(1) If members are unable to attend a General Meeting of the Association, they may appoint a proxy to act and vote in their place for that meeting, provided that the Secretary of the Association shall be notified of the appointment in writing one week before the date of the meeting.

(2) A person may exercise more than one proxy.

PART 4 - COMMITTEE OF MANAGEMENT

20. Committee of Management

(1) The affairs of the Association shall be managed by a Committee of Management.

(2) The Committee:

- (a) shall control and manage the business and affairs of the Association;
- (b) may, subject to these Rules, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by the Rules to be exercised by the Annual General Meeting or General Meetings of the Association;
- (c) subject to the Act and these Rules, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association; and
- (d) shall have power to appoint subcommittees for the purposes of carrying out such functions of the Association as the Committee directs. Such subcommittees may include non-members of the Association, but must include at least one Committee Member who is responsible for the activities of that subcommittee.

21. Composition of the Committee

The Committee shall consist of:

- (a) The Office Bearers of the Association, as listed in Rule 22;

- (b) Four or more other members elected at the Annual General Meeting from among the members of the Association, to make the overall composition of the Committee up to sixteen (16) members;
- (c) Other members as may be co-opted from time to time provided always that the number of members so co-opted shall not at any time exceed four.

22. Office Bearers

(1) The Office Bearers of the Association shall be:

- (a) President
- (b) Vice President
- (c) Treasurer
- (d) Secretary
- (e) Membership Secretary
- (f) Newsletter Editor
- (g) Huts History Officer
- (h) Huts Maintenance Officer, South (KNP)
- (i) Huts Maintenance Officer, North (KNP)
- (j) Huts Maintenance Officer, Geehi (KNP)
- (k) Huts Maintenance Officer, Namadgi
- (l) Huts Maintenance Officer, Snowy River.

(2) The Office Bearers of the Association shall be elected at the Annual General Meeting from among the Members of the Association.

23. Election of Office Bearers and Committee Members

(1) Nominations of candidates for election as Office Bearers of the Association or as ordinary Committee members shall:

- (a) be in writing;
- (b) be signed by a nominator and a seconder, each of whom shall be a member of the Association;
- (c) include advice to the effect that the candidate is willing to consent to the nomination;
- (d) state the position or positions for which the candidate has been nominated; and
- (e) either be delivered to the Secretary of the Association before the commencement of the Annual General Meeting or received from the floor of that meeting during the election process.

(2) If insufficient nominations are received to fill the vacant positions, the candidates nominated are deemed to be elected and further nominations shall be received at the Annual General Meeting for the positions left unfilled.

(3) If the number of nominations received is equal to the number of vacant positions to be filled, the persons nominated shall be deemed to be elected.

(4) If the number of nominations received in respect of a position or positions exceeds the number of vacancies to be filled, a ballot shall be conducted for the vacant position or positions in the following manner:

- (a) At the meeting each member entitled to vote shall cast a number of votes not exceeding the number of vacant positions to be filled, but no member so voting may cast more than one vote in favour of any candidate.
- (b) The candidates receiving the greatest number of votes cast in their favour will be deemed to be elected or re-elected as the case may be.

(5) A person is not eligible to hold simultaneously more than one position on the Committee.

24. Leave of Absence

The Committee may grant leave of absence to a Committee Member, for a specified period, at the written request of that member.

25. Vacation of Office

For the purpose of these Rules, the position of a Committee Member becomes vacant if the member:

- (a) resigns from office by notice in writing to the Committee;
- (b) ceases to be a member of the Association;
- (c) dies;
- (d) is liable for disqualification under section 63 of the Act (relating to insolvency or conviction of certain offences);
- (e) fails, without leave granted by the Committee, to attend four consecutive meetings of the Committee, provided that, after the third meeting that the member has failed to attend, he or she is notified in writing of the time and place of the next meeting and that failure to attend will result in the cessation of their membership of the Committee.

26. Casual Vacancies

(1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy, and the member so appointed shall hold office until the next Annual General Meeting.

(2) In the event of a casual vacancy occurring in the position of an Office Bearer, the Committee shall appoint one of their number or a member of the Association to fill the vacancy, and the member so appointed shall hold office until the next Annual General Meeting.

27. Meetings of the Committee

(1) Reasonable notice shall be given to all Committee Members of meetings of the Committee.

(2) Meetings of the Committee may be called by the Chairperson or by any two Committee Members.

- (3) Any five Committee Members constitute a quorum for the transaction of the business of the Committee.
- (4) The Committee shall meet not fewer than four times in each financial year.
- (5) The Committee may meet by teleconference or videoconference.
- (6) A resolution in writing signed by all Committee Members, other than those who have been granted leave of absence for the period, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.
- (7) The President shall preside at meetings of the Committee. In the absence of the President, the members present at the meeting shall appoint a chair for that meeting
- (8) Questions arising at meetings of the Committee, or of any subcommittee appointed by the Committee, shall be determined by a show of hands, or if demanded by a member, by a poll taken in such manner as the person chairing the meeting may determine.
- (9) Each person present at a meeting of the Committee, or of any subcommittee appointed by the Committee (including the person chairing the meeting), shall be entitled to one vote and, in the event of an equality of votes, the person presiding may exercise a second or casting vote.

28. Disclosure of Interest in Contracts

- (1) Where a Committee member has any direct or indirect pecuniary interest in a contract or proposed contract to which the Association is or may be a party, the Committee member shall:
 - (a) as soon as the interest becomes apparent - disclose the nature and extent of the interest to the Committee; and
 - (b) disclose the nature and extent of the interest at the next General Meeting of the Association.
- (2) A Committee Member who has an interest in a contract or proposed contract shall not take part in making any decision with respect to the contract or proposed contract. At the request of any member present, the person so interested shall leave the meeting during the discussion of the contract or proposed contract.
- (3) Sub-rule (1) does not apply in relation to a member of the Committee in respect of an interest in a contract or proposed contract that arises only because the Committee member is an employee of the Association.

29. Appointment of Employees

The Committee shall appoint or shall arrange to be appointed such employees as are required by the Association from time to time and shall designate or arrange to be designated the terms of such appointments.

PART 5 - FINANCE AND ACCOUNTING

30. Source of Funds

The Association may derive funds from members' subscriptions and contributions, grants and donations, fees for services provided, charges for activities and any other lawful source.

31. Accounting Records

(1) The Association shall keep accounting records that correctly record and explain the transactions (including any transactions as trustee) and financial position of the Association, and shall keep its accounting records in such a way that:

- (a) true and fair accounts of the Association can be prepared from time to time; and
- (b) a statement of the accounts of the Association can conveniently and properly be audited.

(2) The Association shall retain its accounting records for at least seven (7) years after the transactions to which they relate were completed.

32. Management of Funds

(1) The Committee shall open, at a bank(s) selected by the Committee, a banking account or accounts in the name of the Association into which all moneys received shall be paid as soon as possible after receipt.

(2) Cheques shall not be drawn on or funds electronically transferred externally from the Association's bank account or accounts except for the payment of expenditure that has been authorised by the Committee either, generally, by approval of a budget or, specifically, by authorisation of that item of expenditure.

(3) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed or approved by such persons as the Committee shall from time to time nominate for that purpose.

(4) Operation of the accounts shall conform to the By-law: Management of Funds – bank accounts (appended).

33. Audit

(1) The Committee shall appoint a suitably qualified person (not being a member of the Association or the Public Officer) as Auditor. The Auditor shall examine the accounts of the Association and prepare auditor's reports in accordance with the Act.

(2) The Auditor has a right of access at all reasonable times to the accounting records and other records of the Association and is entitled to require from any Committee member, officer or employee of the Association such information and explanations as the Auditor desires for the purpose of auditing the Association's accounts.

PART 6 - MISCELLANEOUS

34. Public Officer

(1) The Committee of the Association shall, within fourteen (14) days after the incorporation of the Association, appoint a resident of the Territory to be the Public Officer of the Association and, if the office becomes vacant, shall within fourteen days after it becomes vacant, appoint a person resident in the Territory to fill the vacancy. The Public Officer shall be at least 18 years of age.

(2) The office of the Public Officer becomes vacant if the person holding that office:

- (a) dies;
- (b) is removed as Public Officer by resolution of the Committee;
- (c) resigns from the office by notice in writing to the Committee;
- (d) becomes insolvent under administration within the meaning of the Corporations Law;
- (e) suffers from a mental or physical incapacity which renders him or her incapable of acting as Public Officer;
- (f) is convicted of an indictable offence in relation to the promotion, formation or management of a body corporate, or of an offence involving fraud or dishonesty punishable by imprisonment for a period of three months or more; or
- (g) ceases to reside in the Territory.

35. Records of the Association

(1) The Committee shall make provision for the proper custody of the books, documents, records and securities of the Association.

(2) The records, books and other documents of the Association shall be open to inspection by a member at any reasonable hour at a place in the Territory specified by the Committee.

36. Notices to Members

(1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to the member at their usual or last-known residential or postal address.

(2) Members must promptly notify the Secretary of any change in their residential or postal address.

37. Common Seal

(1) The Common Seal of the Association shall be kept in the custody of a person specified for that purpose by the Committee.

(2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of two Committee members.

38. By-laws

The Committee may make By-laws, not inconsistent with these Rules, to regulate the management and affairs of the Association. By-laws are appended to the Constitution.

39. Alteration of Rules

- (1) These Rules may be altered by special resolution at a general meeting.
- (2) The proposed alterations shall be included in the notice calling the general meeting.
- (3) The alterations shall take effect when the required notice of alteration of rules is lodged with the Registrar-General, unless some later date is specified in the special resolution adopting the alterations.

40. Winding Up

- (1) The Members of the Association may, by special resolution, wind up the Association.
- (2) If upon the winding up of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which is a public benevolent institution pursuant to the *Income Tax Assessment Act 1997*, such institution or institutions to be determined by special resolution of the members of the Association at or before the time of winding up, or in default thereof by a Court of the Australian Capital Territory.

41. Transition Provisions

The previous Constitution of the Association dated October 1998 is hereby repealed. Any appointment made or motion passed under that Constitution hereby repealed shall, if in force at the commencement of this Constitution, continue in force as far as practicable as if made or passed under this the Rules of this Constitution.

42. Copies of the Constitution

Copies of this Constitution shall be available from the Secretary.

Appendix

KOSCIUSZKO HUTS ASSOCIATION INCORPORATED

By-laws made under Clause 38 of the Constitution

Proxy Voting (8 February 2006)

In the exercise of Clause 19 of the Constitution, the application of that provision shall be limited to matters listed as special business at an Annual General Meeting under Clause 14(5) and Notices of Motion at General Meetings under Clause 15(3).

Management of Funds – bank accounts (27 July 2013)

In relation to Clause 32 of the Constitution, the following rules shall apply.

1. Money shall only be drawn from an account of the Association by:
 - (a) cheque, signed by the Treasurer and one other authorised account signatory of the Committee; or
 - (b) electronic funds transfer, initiated by the Treasurer and endorsed electronically by one other authorised account signatory of the Committee.
2. Other authorised account signatories may act in place of the Treasurer after agreement with the Treasurer and other Committee members.
3. Authorised account signatories must be approved, current committee members.
4. The Treasurer and other authorised account signatories shall keep secure all passwords and access information relating to Kosciuszko Huts Association Incorporated accounts.
5. Every account transaction shall be recorded in a journal in the usual way as a ledger entry.
6. A report supported by bank statements detailing the previous period of accounts activity shall be presented at each committee meeting.