

THE CONSTITUTION OF
KU-RING-GAI BAT CONSERVATION SOCIETY INCORPORATED
KBCS Inc.(an INCORPORATED ASSOCIATION) adopted February 1998.

PREAMBLE.

The Ku-ring-gai Bat Colony Committee was formed in February 1985 at the invitation of the then Mayor of Ku-ring-gai, Alderman Ron Yeates, from community groups and individuals who were interested in the preservation of the colony of Grey-headed Flying-fox, *Pteropus poliocephalus*, located on the Stoney Creek Reserve and some then privately owned land at Edward Street, Gordon.

This land was purchased jointly by the NSW Government and Ku-ring-gai Municipal Council in 1985 and its care and management vested in the Council. In 1986 Grey headed Flying-foxes became protected fauna within New South Wales. In 1991 the Ku-ring-gai Flying-fox Reserve was formally named and a Conservation Agreement signed between Ku-ring-gai Council and the Minister for the Environment.

The original constitution was adopted at the meeting of the Ku-ring-gai Bat Colony Committee on 8 August, 1985. It was amended prior to becoming an Incorporated Association in 1987 and again in 1994.

In order to be eligible for inclusion on the Register of Environmental Organisations, the constitution is again amended in 1998 to become an association with a general membership and an elected committee, which also necessitates a name change. Registration would allow the association to receive tax deductible donations of two dollars or more.

1. NAME

Hereafter the name of the organisation shall be the Ku-ring-gai Bat Conservation Society Incorporated (hereafter referred to as KBCS Inc or the Association.)

2. AIMS

The aims of the KBCS Inc. are :

- a) the preservation of the species *Pteropus poliocephalus*
- b) the conservation of the colony of this species located in the valley of the Ku-ring-gai Flying-fox Reserve, Gordon by the re-establishment of the natural bushland habitat.
- c) to encourage the management of this colony and its environment in such a manner that the interests of the species and the neighbouring residents are both considered.
- d) the protection by law of this species and other bat species (Order Chiroptera).
- e) to encourage research into the Megachiroptera, their biology and importance in the natural ecology of Australia and their effect on commercial fruit crops.
- f) to encourage the conservation of other bat species wherever their habitat.
- g) to educate the community on the biology and ecological roles of bats in Australia.

3. OBJECTS

The objects of the KBCS Inc are to undertake such acts as are necessary in furtherance of its aims and, without being limited by particularity, to :

- a) raise from the general public, government, corporations and other community sources moneys to be applied:
 - (i) to assist in the ongoing restoration of the natural habitat, and the management of the colony within the Ku-ring-gai Flying-fox Reserve.
 - (ii) to increase public awareness and understanding of bats, particularly flying-foxes, as part of the natural environment by disseminating accurate information resulting from ongoing scientific research.
 - (iii) for the purpose of furthering the aims of the Association.
- b) establish and maintain a public Gift Fund in Australia, titled the Bat Conservation Gift Fund, in accordance with the guidelines prepared by the Department of Environment, Sport and Territories for entry on the Register of Environmental Organisations and to comply with Section 78 AB of Income Tax Assessment Act 1936.
- c) participate in the management of Ku-ring-gai Flying-fox Reserve as outlined in the Plan of Management passed by Ku-ring-gai Municipal Council in 1995.
- d) manage jointly with NSW National Parks and Wildlife Service the group of non-releasable grey-headed flying-foxes in Kukundi Wildlife Shelter, Lane Cove National Park, for the purpose of education.
- e) advise on the care of orphaned and injured grey-headed flying-foxes and in the Sydney region, organise the release of healthy rehabilitated flying-foxes into the colony in Ku-ring-gai Flying-fox Reserve.
- f) select and train people to handle education flying-foxes and to present educational talks competently.
- g) participate in research to further the understanding of flying-fox biology.

4 NON-PROFIT CLAUSE

The assets and income of the KBCS Inc. shall be applied solely in furtherance of its above mentioned objectives, and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

5. RESOLUTIONS OF KU-RING-GAI BAT COLONY COMMITTEE INC.

All resolutions and policies adopted by the former Ku-ring-gai Bat Colony Committee Inc. remain in force and are affirmed as having been adopted by the renamed Association, Ku-ring-gai Bat Colony Committee Inc.

6. MEMBERSHIP OF KU-RING-GAI BAT CONSERVATION SOCIETY INC.

- a) The foundation membership of the restructured Association shall be comprised of the members of the Committee who adopted the amendments together with all financial subscribers to the *Friends of Bats Newsletter*.
- b) Membership is to be renewed annually by means of a membership fee to be decided by the management committee and will include receipt of the *Friends of Bats Newsletter*.
- c) Membership of the Association may be sought by written application from individuals or organisations.
- d) Membership of the Association is accepted in three categories:
 - 1. individual
 - 2. family / household
 - 3. organisation

Each category carries only a single voting right unless otherwise resolved as a Special Resolution at a general meeting of the Association.

- e) An organisation may appoint a representative to vote on its behalf.
- f) The management committee shall determine whether or not to accept an application for membership. The committee is not required to supply reasons for accepting or rejecting an application for membership.
- g) A register of members shall be kept by the Honorary Treasurer of the Association showing the name, address, and date of commencement for each member. The date of cessation of membership shall also be recorded.
- h) Members shall pay such fees as are determined by the management committee.
- i) Members may be removed from membership of the Association by the passing of a resolution, notice of which has been given in writing and carried at a general meeting.
- j) Any member of the Association whose annual subscription remains unpaid for a period of six months may have their name removed from the register of members following a resolution of the management committee.
- k) In addition to the above membership, the committee may honour by resolution at a general meeting individuals who have contributed to bat conservation by making them Honorary Life Members of the Association. This confers all rights of membership without the obligation to pay any fees during their lifetime. The Honorary Secretary shall record their name on the membership register and notify them of the honour.

7. MEMBER'S LIABILITY

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association. Each individual member is responsible for his/her unpaid individual membership fees.

8. DISCIPLINING MEMBERS

The procedure for disciplining members shall be determined by the committee. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next general meeting of the Association.

9. MANAGEMENT OF THE INCORPORATED ASSOCIATION

- a) Management and control of KBCS Incorporated shall be vested in a management committee elected by the members present at the Annual General Meeting.
- b) Notwithstanding the above clause, the committee may delegate to its officebearers such day to day administrative functions as may be decided from time to time to ensure the smooth running of the committee between meetings of the committee.
- c) The committee shall consist of the following officebearers; a Chairperson, Deputy Chairperson, Honorary Secretary and Honorary Treasurer and no more than eleven other committee members.
- d) All positions are honorary and no member of the committee shall receive any remuneration, fee or benefit apart from reimbursement for out-of-pocket expenses reasonably incurred in carrying out his or her duties.
- e) The committee shall be elected at each Annual General Meeting and shall hold office until the conclusion of the Annual General Meeting following the date of the member's election.
- f) Retiring officebearers are eligible for re-election.
- g) In the event of the resignation, death or removal from office of an office-bearer or committee member the committee may appoint another member to fill the vacancy until the conclusion of the next Annual General Meeting following the date of appointment.
- h) The Ku-ring-gai Bat Colony Committee passing these amendments to the constitution will continue to manage the affairs of KBCS Inc. until the next Annual General Meeting when all positions fall vacant.

10. RESIGNATION OF MEMBERSHIP

- a) Any member of the Association may resign from membership by notice in writing to the Honorary Secretary.
- b) A casual vacancy in the management committee occurs if the member elected :
 - (i) dies

- (ii) ceases to be a member of the Association
- (iii) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code
- (iv) resigns office by notice in writing given to the Honorary Secretary
- (v) is removed from office under clauses 6 or 8
- (vi) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (vii) is absent without the consent of the committee from all meetings of the committee held during a period of six months.

11. THE BAT CONSERVATION GIFT FUND

- a) The management of the Bat Conservation Gift Fund is separate from the general management of the Association. It will be carried out by a sub-committee appointed by the executive committee and consisting of not less than three persons, the majority of whom are acceptable as "responsible persons" under the guidelines for the Register of Environmental Organisations, and one shall be the Honorary Treasurer of KBCS Inc. Members of the sub-committee need not be members of the management committee.
- b) The allocation by the KBCS Inc. of any funds or property to other organisations, persons or groups will be made in accordance with the established objectives of the KBCS Inc and not be influenced by the expressed preference or interest of a particular donor to the Bat Conservation Gift Fund.
- c) The Rules of the Gift Fund shall be adopted by the management committee of the Association.
- d) A Gift Fund bank account shall be opened to be operated by the joint signatures of two of the Gift Fund sub-committee, three signatories being registered with the bank.
- e) The Gift Fund may be wound up at any time by a special resolution carried at a General Meeting of the Association and its assets distributed in accordance with its Rules to an appropriate organisation on the Register of Environmental Organisations.

12. MEETINGS

- a) The management committee shall meet at least four times in each calendar year. Committee members shall receive adequate notice before each meeting.
- b) A Special Committee Meeting may be called at any time by the Chairperson provided at least 48 hours clear notice is given to each committee member of such a meeting.
- c) An Annual General Meeting will be held after the close of the financial year for members to receive a report of the year's activities and to elect the committee.
- d) Notice of the Annual General Meeting and any other general meeting arranged by the executive committee will be published in the Friends of Bats Newsletter at least 14 days before the date fixed for the meeting and specify date, time, place and any resolutions in writing to be put to the meeting.

- e) Any sixteen members (one more than a quorum) together may request the Honorary Secretary in writing, stating the reason, to call a Special General Meeting, provided at least fourteen days clear notice is given to each member of such meeting.

13. QUORUM

- a) A quorum at committee meetings shall be 5 persons and at General meetings shall be 15 members.
- b) No business shall be transacted at the committee and general meetings unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting will be reconvened at a suitable date to be fixed by the Honorary Secretary and all relevant members shall be notified.

14. CHAIRING MEETINGS

- a) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson shall act as Chairperson at each general meeting and committee meeting of the Association.
- b) If the Chairperson and the Deputy Chairperson are absent from a meeting or are unwilling to act, the members present at the meeting shall elect one of their number to act as Chairperson.

15. VOTING

Matters arising at any meeting of the Association shall be decided by the majority of votes cast of those present. In the case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.

16. RECORDS OF THE KBCS INCORPORATED

- a) The Honorary Secretary of the Association shall maintain minutes of all meetings, keep all business records, books and other documents.
- b) The books, records, documents and securities of the Association shall be open to inspection free of charge by any member of the Association to be arranged with the Honorary Secretary at a mutually convenient time.

17. ACCOUNTING

The financial records of the Association and the Register of Members shall be kept and maintained by the Honorary Treasurer. The financial records of the Gift Fund will be kept and audited separately from the Association's general accounts.

- a) All moneys, other than those directed to the Gift Fund, raised by the committee in furtherance of its aims and objects shall be deposited in a Bank or Trustee Investment or Building Society account in the name of the KBCS Inc.
- b) The operation of such an account shall be on the signatures of any two of the Chairperson or Honorary Secretary or Honorary Treasurer or a member of the committee approved by resolution of the committee.

- c) The financial year of the Association shall be from 1st July to 30th June, or such other period as determined by the committee.
- d) An audited annual statement of the financial affairs of the Association for the previous year shall be presented to the Annual General Meeting.

18. AUDITORS

The Annual General Meeting or the committee shall appoint an Honorary Auditor who shall not be a member of the KBCS Inc.

19. MEMBERSHIP FEES

The membership fees for the coming financial year shall be determined by the committee and published in the newsletter.

20. ANNUAL GENERAL MEETING

At the Annual General Meeting the following business shall be transacted :

- (i) Confirmation of the minutes of the last Annual General Meeting and any recent special general meeting.
- (ii) Receipt of the Chairperson's report on the activities of the Association in the last financial year.
- (iii) Receipt and consideration of an audited statement from the Honorary Treasurer that gives a true and fair view for the last financial year of the Association's
 - * income and expenditure
 - * assets and liabilities
 - * mortgages, charges and other securities
 - * trust properties.
- (iv) Receipt and consideration of an audited statement of income and expenditure from the Bat Conservation Gift Fund.
- (v) Election of the management committee.
- (vi) Any other business.

Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three-quarter majority of those present and voting is required.

21 AMENDING THE CONSTITUTION

- a) This Constitution may be altered, rescinded or added to only by Special Resolution of the Incorporated Association of which twenty-one days clear notice in writing has been given to the members of the meeting at which such proposed amendment is to be discussed and that such notice details the proposed changes to the Constitution.

- b) A vote of three-quarters of the members voting at the meeting in favour of the proposed change is necessary to amend the Constitution.

22. PROXY VOTING

Voting by proxy at general meetings of the Association will only be permitted with respect to notices of motion to dissolve the Incorporated Association being considered pursuant to Clause 25 herein.

23. PUBLIC OFFICER

- a) The committee shall ensure that a person is appointed as Public Officer.
- b) The first Public Officer is the person who completed the application for incorporation of the Association.
- c) The committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is eighteen years of age or older and a resident of New South Wales.
- d) The Public Officer shall be deemed to have vacated their position in the following circumstances :
 - (i) death
 - (ii) resignation
 - (iii) removal by the committee or at a general meeting
 - (iv) bankruptcy or financial insolvency
 - (v) mental illness
 - (vi) residency outside New South Wales.
- e) In the following circumstances, the committee shall notify the Corporate Affairs Commission by the prescribed form :
 - (i) when a vacancy occurs in the position of Public Officer and a new appointment is made (within 14 days)
 - (ii) a change of residential address (within 14 days)
 - (iii) a change in the Association's objects or rules (within one month)
 - (iv) a change in officebearers (within 14 days)
 - (v) a change in the Association's financial affairs (within one month of the Annual General Meeting)
 - (vi) a change in the Association's name (within one month)
- f) The Public Officer may be an officebearer, committee member or any other person regarded as suitable for the position by the committee.
- g) Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.
- h) Service of documents on the Association is effected by serving them on the Public Officer or by serving them personally on two members of the committee.

24. MISCELLANEOUS

- a) The Association shall effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Association.
- b) The funds of the Association shall be derived from the fees of members, donations, grants and other such sources approved by the Association.
- c) The Common Seal of the Association shall be kept in the custody of the Honorary Secretary and shall only be affixed to a document with the approval of the committee. The stamping of the Common Seal shall be witnessed by the signatures of two members of the committee.

25. DISSOLUTION OF THE ASSOCIATION

- a) The KBCS Incorporated shall be dissolved upon a vote of not less than seventy-five per cent (75%) of the members who are present or who have recorded a legitimate proxy vote, and voting in favour of such dissolution at a meeting of the Association specially convened to consider such resolution.
- b) Not less than twenty-one (21) days clear notice in writing shall be given to members of the resolution and the meeting called to consider it together with a proxy voting form.
- c) In the event of the Association being dissolved, the amount which remains in the general accounts after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the committee in accordance with their powers to any fund, institution or authority which is a non-profit organisation and whose aims and objects are compatible with those of the Association;
- d) such decision shall be put as a special resolution and carried by a three-quarter majority vote at the meeting which carries such motion of dissolution.
- e) The Association may at any time pass a special resolution determining how any surplus property is to be distributed, in accordance with 25(c) above, in the event that the Association should be wound up. The distribution of the surplus property shall be in accordance with Section 53 of the Associations Incorporation Act (1984).
- f) A resolution to dissolve the Association includes the winding up of the Gift Fund, and the transfer of its assets to a pre-determined appropriate organisation on the Register of Environmental Organisations.