

**Constitution of Ku-ring-gai Bat Conservation Society Inc.
KBCS Inc. (an incorporated association) adopted February 1998, revised 2018 and 2021.**

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 in 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 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 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 was again amended in 1998 to become an association with a general membership and an elected management committee, which also necessitated a name change. Registration allowed the Association to receive tax deductible donations of two dollars or more.

1. NAME

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

2. AIMS

The aims of KBCS Inc. are:

- a) the conservation of the species *Pteropus poliocephalus*
- b) the conservation of the colony of this species located in the valley of 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 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 camp within 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 Bat Conservation Gift Fund, in accordance with the guidelines prepared by the relevant Commonwealth Government Department 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 Ku-ring-gai Council's current approved Plan of Management.

e) advise on the care of orphaned, injured and captive flying-foxes in the Sydney region and facilitate the release of healthy rehabilitated flying-foxes into the camp in Ku-ring-gai Flying-fox Reserve.

f) develop and maintain materials and skills to provide education in a variety of formats as well as training people to handle and present education flying-foxes publicly.

g) participate in research to further the understanding of flying-fox biology and ecology.

4 NON-PROFIT CLAUSE

The assets and income of KBCS Inc. shall be applied solely in furtherance of its above-mentioned objectives. 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. (the Committee) remain in force and are affirmed as having been adopted by the renamed Association now known as Ku-ring-gai Bat Conservation Society Incorporated.

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

a) The foundation membership of the restructured Association comprised the members of the Committee who adopted the amendments permitting creating of this Association together with all financial subscribers to the *Friends of Bats Newsletter* as at that time.

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 completion of an application from individuals, households 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 or family/household may appoint a single representative to vote on its behalf.

- f) The management committee shall determine whether or not to accept an application for membership. The management 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, e-mail address (if supplied) 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 the Annual General Meeting or at a Special General Meeting called for that purpose.
- 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 management committee may propose that the Association 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, including any conflict of interest, shall be determined by the management 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 Inc. shall be vested in a management committee elected by the members present at the Annual General Meeting.
- b) Notwithstanding the above clause, the management committee may delegate to its office bearers such day-to-day administrative functions as may be decided from time to time to ensure the smooth running of the management committee and the Association between meetings of the management committee.
- c) The management committee shall consist of the following office bearers; 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 management 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 management committee shall be elected at each Annual General Meeting. Members of the Management Committee will identify, disclose and manage any actual or perceived conflict of interest in order to protect the integrity of the Association and manage risk according to the KBCS conflict of interest policy.

f) Retiring office bearers are eligible for re-election.

g) In the event of the resignation, death or removal from office of an office-bearer or management committee member, the management committee may appoint another member to fill the vacancy until the conclusion of the next Annual General Meeting following the date of appointment.

10. RESIGNATION OF MEMBERSHIP

a) Any member of the Association may resign from membership by notice in writing to the Honorary Secretary. Any fees remaining outstanding at the date of a member's resignation remain a debt due and payable to the Association unless waived by resolution of the management committee.

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 bankrupt or financially insolvent

(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 management committee from all meetings of the management committee held during a period of six months.

11. BAT CONSERVATION GIFT FUND

a) The management of 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 management 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 or of the Association.

b) The allocation by KBCS Inc. of any funds or property to other organisations, persons or groups will be made in accordance with the established objectives of KBCS Inc. and not be influenced by the expressed preference or interest of a particular donor to 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:

(i) with three of the members of the sub-committee to be registered with the bank as authorised to operate the account; and

(ii) if a payment is to be made by cheque, the cheque will bear the signatures of two of the members of the sub-committee registered with the bank; or

(iii) if a payment is to be made by electronic funds transfer, the transfer is to be authorised electronically by two of the members of the sub-committee 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. Meetings of the management committee may be conducted by e-mail chain provided that in any calendar year not

fewer than three meetings of the management committee shall be held as face-to-face meetings. Management committee members shall receive adequate notice before each meeting. Minutes shall be kept of all management committee meetings with the relevant e-mail chain(s) comprising the minutes of any management committee meeting held by e-mail.

b) A Special Management 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 management committee.

d) Notice of the Annual General Meeting and any other general meeting arranged by the management committee will be publicised to members 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) The management committee may resolve to hold a Special General Meeting (specifying in the resolution the business to be considered at such Special General Meeting) or 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. Upon carriage of such a resolution or upon receipt of such notice, the Honorary Secretary shall call such a Special General Meeting, provided at least fourteen days clear notice is given to each member of such meeting. The only business to be considered at such Special General Meeting is to be that set out in the resolution or request to convene the meeting. The notice convening the Special General Meeting shall specify the time and place for the holding of the meeting and the purpose for which the meeting is being convened.

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 of the date, time and place for the adjourned meeting.

14. CHAIRING MEETINGS

a) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson shall act as Chairperson at each general meeting and management 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 KBCS INC.

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 separately from the Association's general accounts.

a) All moneys, other than those directed to the Gift Fund, raised by the management 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 KBCS Inc.

The account in (a):

- (i) shall have the members of the management committee registered with the bank as authorised to operate the account; and
- (ii) if a payment is to be made by cheque, the cheque is to bear the signatures of any two members of the management committee registered with the bank, or
- (iii) if a payment is to be made by electronic funds transfer, the transfer is to be authorised electronically by two of the persons nominated in (ii) above.

c) The financial year of the Association shall be from 1st July to 30th June, or such other period as determined by the management committee.

d) Annual statement of the financial affairs of the Association for the previous financial year shall be presented to the Annual General Meeting.

18. AUDITORS (deleted as per resolution passed at KBCS AGM 19/10/21)

19. MEMBERSHIP FEES The membership fees for the coming financial year shall be determined by the management committee and advised to members.

20. ANNUAL GENERAL MEETING

(a) 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 a 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 a statement of income and expenditure for Bat Conservation Gift Fund.

(v) Election of the management committee.

(vi) Any other business.

(b) 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 management 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 management 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 management 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 management committee shall notify the Department of Fair Trading 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 office bearers (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 office bearer, management committee member or any other person regarded as suitable for the position by the management 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 management 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 management committee. The stamping of the Common Seal shall be witnessed by the signatures of two members of the management committee.

25. DISSOLUTION OF THE ASSOCIATION

a) KBCS Inc. 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) Despite the provision in clause 12(e), not less than twenty-one (21) days clear notice in writing shall be given to members of the resolution and the Special General 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 management 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 65 of the Associations Incorporation Act 2009.

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.

26. PUBLICATION OF THE *FRIENDS OF THE BATS NEWSLETTER*

The Association may publish the *Friends of the Bats Newsletter* by electronic or printed format or a combination of both. The means of publication shall be as determined by the management committee. The management committee shall appoint a person, who need not be a member of the management committee, to be the editor of the *Friends of the Bats Newsletter*.

27. GIVING OF NOTICES

Any notices required to be given by this constitution shall be given by email to any member's notified email address or, if no such email address has been provided, by post to that member's last notified postal address.

28. WEBSITE

The Association may establish an internet website in furtherance of the aim in clause 2(g) of this constitution. Website hosting arrangements shall be as determined by the management committee from time to time. The scope of the content of the website shall be as determined by the management committee. The management committee shall appoint a person, who need not be a member of the management committee, to be the webmaster of the internet website.