

CONSTITUTION: HUNTERS HILL TRUST INCORPORATED

NAME

1. The name of the association is “The Hunter’s Hill Trust Incorporated”, Hereinafter referred to as “The Trust”.

NATURE OF THE ASSOCIATION

2. The Trust is a voluntary not-for-profit association, incorporated under the NSW Associations Incorporation Act 1984.
3. The Trust is-
 - i. non-political and non-sectarian;
 - ii. is capable of performing all the functions of a body corporate;
 - iii. is capable of suing and being sued;
 - iv. has perpetual succession and shall have a common seal and
 - v. has power to acquire, hold and dispose of property.
4. The income and property of The Trust whencesoever derived shall be applied solely towards the aims and objectives of The Trust and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of The Trust. Provided that nothing herein shall prevent the payment in good faith of remuneration to any servant of The Trust or to any member of The Trust in return for services actually rendered to The Trust or reasonable and proper rent for any premises let by any member to The Trust, but that no remuneration or other benefit in money or money’s worth shall be paid or given by The Trust to any officer except repayment of out-of-pocket expenses.

INTERPRETATION

5. In this Constitution, unless the context otherwise requires;

Committee means Executive Committee of The Trust

Financial Member means those Ordinary Members who have paid their membership fees in accordance with Section 17 and Life Members and Honorary Life Members.

General Meeting means Annual General Meeting as well as Special General Meeting

Hunters Hill means all those pieces or parcels of land situated in the Municipality of Hunter’s Hill, a recognised area of Local Government in NSW.

Officer means a member of the Executive Committee

The Act means the *Associations Incorporation Act 1984*

AIMS AND OBJECTIVES

6. The aim of The Trust is to maintain the unique and historical character of Hunter’s Hill.
7. To fulfil this aim The Trust has the following objectives-
 - i. to limit the spread of home units, high density, industrial and commercial development within the Municipality;
 - ii. to preserve all features of Hunter’s Hill having beauty, architectural and historical value;
 - iii. to ensure that any planning of Hunter’s Hill should pay full regard to protecting and improving the amenities enjoyed by residents; and without limiting the generality of the foregoing;
 - iv. to encourage high architectural and aesthetic standards within the Municipality;
 - v. to maintain the integrity of Hunter’s Hill as a separate Municipality;
 - vi. to cause to be maintained a planning committee of the Hunter’s Hill Council responsible for conservation and policy matters, which includes nominees of the Hunter’s Hill Trust Committee and

vii. to maintain the declaration of Hunter's Hill as a protected historic area.

POWERS

8. For the purpose of achieving its aims and objectives The Trust shall have the following powers-

- i. to raise funds through annual subscriptions, donations, grants and entrance fees;
- ii. to accept gifts or bequests;
- iii. to print and publish periodicals, books leaflets or other documents;
- iv. to seek affiliation with kindred organisations;
- v. to sell, supply or otherwise deal in goods of all kinds and
- vi. to do all such other lawful things as are incidental or conducive to achieving the Aims and Objectives of The Trust.

9. Subject to these Rules the Powers of The Trust shall be exercisable by the Executive Committee

MEMBERSHIP

10. Members of The Trust shall comprise

- i. Ordinary Members;
- ii. Life Members who joined before the year 2001 by payment of the appropriate once only fee and
- iii. Honorary Life Members, elected without dissent by the Annual General Meeting, for outstanding service to The Trust. No more than two Honorary Life Members shall be elected in any one year. Who support the Aims and Objectives and agree to be bound by the Rules of The Trust.

11. Application for membership shall be in writing and-

- i. in such form as the Executive Committee may from time to time determine;
- ii. signed by the applicant;
- iii. shall be accompanied by such fees as determined by The Trust from time to time and
- iv. lodged with the secretary of The Trust.

12. As soon as practicable after receiving the application the secretary must refer the application to the Executive Committee which shall determine whether to approve or reject the application.

13. The liability of members of The Trust to contribute towards the payment of the debts and liabilities of The Trust or the costs, charges and expenses of the winding up of The Trust is limited to the amount of unpaid membership fees.

14. A person ceases to be a member of The Trust if the person;

- i. dies;
- ii. resigns membership by written notice to the secretary and pays all outstanding membership dues or
- iii. is expelled from The Trust.

15. A right, privilege or obligation which a person has by reason of being a member of The Trust-

- i. is not capable of being transferred or transmitted to another person, and
- ii. terminates on cessation of the person's membership.

16. The Public Officer of The Trust must establish and maintain a register of members of The Trust which shall-

- i. specify the name and address of each member of The Trust together with the date on which the person became a member;
- ii. be kept at the principal place of administration of The Trust and
- iii. must be open for inspection, free of charge, by any member of The Trust at any reasonable hour.

17.
 - i. Financial ordinary members of The Trust may determine from time to time at the Annual General Meeting the annual membership fee payable by ordinary members, which shall be payable before the end of the Trust financial year.
 - ii. Members who join between 1 January and the Annual General Meeting shall be deemed to be financial until 28 February in the following year.

EXECUTIVE COMMITTEE

18. The business of The Trust shall be controlled and managed by the Executive Committee and, subject to any resolution passed by The Trust in general meeting, has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of The Trust, including the appointment of such sub-committees as it may consider desirable
19. The Executive Committee shall consist of the four office bearers of The Trust
 - President
 - Vice-President
 - Secretary
 - TreasurerAnd five other officers
Who shall be elected annually by the financial members present at the Annual General Meeting of The Trust
20. The Public Officer of the Trust shall maintain a register of the members of the Executive Committee containing the following particulars
 - i. the names and residential addresses of each person who is a member of the Committee
 - ii. the dates on which the member became and ceased to be a member of the Committee.
21. The President shall preside at all meetings. In the absence of the President the Vice President shall preside
22. The Secretary of The Trust shall be responsible for the performance of all secretarial duties required by The Trust including-
 - i. preparation of an Agenda for each meeting of The Trust;
 - ii. keeping minutes of all proceedings at Executive Committee meetings and general meetings.
 - iii. Unless otherwise determined the Secretary shall be the Public Officer of The Trust.
23. The Treasurer shall receive and account for all moneys and banking of all moneys and the preparation of financial statements, including an annual balance sheet.
24. The Executive Committee will normally meet each month but must meet at least six (6) times in each term of 12 months.
25. Any five (5) officers constitute a quorum for the transaction of the business of the Executive Committee.
26. An officer ceases to be a member of the Executive Committee if the officer-
 - i. dies;
 - ii. becomes and remains unfinancial
 - iii. ceases to be a member of The Trust;
 - iv. becomes an insolvent under administration within the meaning of the Corporation Law;
 - v. resigns office by notice in writing given to the Secretary;
 - vi. is removed from office by resolution of The Trust in general meeting
 - vii. becomes a mentally incapacitated person
 - viii. is absent without the consent of the Executive Committee from three normal consecutive meetings of the Committee of which due notice has been given.

ELECTION OF EXECUTIVE COMMITTEE

27. All financial members of The Trust shall be eligible for election as officers, provided that no more than two officers shall be resident outside the Municipality and no more than one officer shall be an elected member of the Hunters Hill Municipal Council or a State or Commonwealth Parliamentarian.
28. Any two financial members of The Trust may nominate another financial member for election as an office bearer or an officer. Such nominations shall be signed by the two proposers and shall bear the written consent of the nominated member and shall be posted or delivered by hand so as to reach the Secretary at least seven (7) days before the date of the Annual General Meeting.
29. If insufficient nominations are received those nominated shall be declared elected and nominations for the vacant positions shall be called for at the Annual General Meeting.
30. Each financial member present at the Annual General Meeting shall be entitled to vote in ballots for election of the Office Bearers and Officers.
31. All ballots shall be conducted by the Returning Officer elected by the Annual General Meeting. Optional preferential voting shall be used for all ballots. Candidates may appoint scrutineers.
32. Provided sufficient nominations are received the elected officers shall include at least one officer from each ward of the Municipality.
33. The President shall not serve for more than four (4) successive full annual terms.

GENERAL MEETINGS

34. Determination of policy is the responsibility of financial members of The Trust and policy decisions shall be made by simple majority votes at General Meetings.
35. The Annual General Meeting shall be held every calendar year within six (6) months of the end of The Trust financial year
36. Business of the Annual General Meeting shall include-
 - i. confirmation of the minutes of the last preceding annual general meeting and of any special general meetings held since that meeting;
 - ii. A report by the President on the activities of The Trust during the last preceding financial year;
 - iii. the election of Office Bearers and officers of The Trust and
 - iv. to receive and consider the audited financial statements of The Trust for the last financial year.
 - v. Appointment of an auditor for the ensuing financial year
37. A Special General Meeting may be called
 - i. by the Executive Committee or
 - ii. by the Secretary on receipt of a request in writing signed by ten (10) or more financial members.
38. The Secretary shall call a Special General Meetings within one month of receiving the request from members and advise all financial members of the purpose of the meeting including any proposed resolutions. The business of the meeting shall be confined to the purpose for which it was called.
39. Members shall be given at least seven (7) days notice of General Meetings and fourteen (14) days notice of the Annual General Meeting and General Meetings for which a resolution has been proposed.
40. Notices of motion shall be given to the Secretary in writing at least twenty-eight (28) days before the date of the general meeting.
41. The quorum at general meetings shall be twenty (20) financial members of The Trust.

FINANCES

42. The funds of The Trust shall be banked in the name of The Hunters Hill Trust Inc., and all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two Office Bearers.
43. All accounts shall be presented and passed for payment at meetings of the Executive Committee and such approval shall be recorded in the minutes.

COMMON SEAL

44. The common seal of The Trust must be kept in the custody of the public officer.
45. The common seal must not be affixed to any instrument except by authority of the Executive Committee which shall be recorded in the minutes. The affixing of the common seal must be attested by the signatures either of two members of the Committee or of one member of the committee and of the public officer.

INSURANCE

46. The Trust shall effect and maintain public liability insurance with an approved insurer for a cover of not less than \$2,000,000 as required by section 44 of the Act.

AMENDMENTS TO THE CONSTITUTION

47. This Constitution (including the Aims and Objectives) may only be amended at a properly convened general meeting for which all financial members have been given twenty-one (21) days notice of the motion to be submitted. Seventy-five (75) per cent of financial members present and voting must agree to the amendment

DISSOLUTION AND DISTRIBUTION OF ASSETS

48. The Trust may be dissolved upon a vote of a seventy-five (75) percent majority of financial members present and voting at a General Meeting called for the purpose, and shall be dissolved if the financial membership falls below ten (10) persons.
49. If upon winding up or dissolution of The Trust there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of The Trust, but shall be given or transferred to some other association having objects similar to The Trust and whose Constitution prohibits the distribution of its income and property among its members to an extent as least as great as is imposed on The Trust by clause 4 hereof. Such association to be determined by the financial members of The Trust before the time of dissolution or in default thereof by application to the Supreme Court for determination.

INTERNAL DISPUTES

50. Any disputes between members (in their capacity as members) and between members and the Trust shall be resolved by simple majority of the Executive Committee present at a meeting of the Executive Committee.