

8. **GOVERNMENT**

- a) The Trust shall be governed by a Committee known as the Executive Committee;
- b) The Committee shall consist of nine (9) members, wherever possible, at least one Member from each Ward of the Municipality;
- c) Without limiting the generality of the following, the Executive Committee consists of:
  - President
  - Vice-President
  - Secretary
  - Treasurer
  - Five other members

The Executive Committee as such shall be positions which do not attract honoraria or any form of pecuniary consideration.

9. **FUNCTIONS AND POWERS OF EXECUTIVE COMMITTEE**

- i) The business of The Trust shall be managed by a Committee.
- ii) The Committee shall have power to appoint such sub-committees as it may consider desirable.
- iii) The Committee shall have the power to co-opt for a term not exceeding one year and to fill casual vacancies. A co-opted member need not have the eligibility qualification of an elected Committee member.
- iv) The President shall preside at all meetings and in his/her absence the Vice-President shall preside. If the President and Vice-President are both absent from a meeting, the members of Committee shall elect a Chairman from amongst their number present at the meeting.
- v) **The Secretary**  
  
The Secretary shall be responsible for the performance of all secretarial duties required by the Trust and shall prepare an Agenda of the business for discussion at each meeting of the Trust;
- vi) **The Treasurer**  
  
The Treasurer shall receive and account for all moneys and banking of all moneys and the preparation of statement of accounts and balance sheet. Accounts shall be

presented and passed for payment at a meeting of the Committee and minutes of such approval shall be placed in the Minute Book;

- vii) The Executive Committee shall take steps to appoint an Auditor, who shall be a Qualified Accountant, to examine all accounts, vouchers, receipt books, etc., and shall furnish a report at the Annual General Meeting.

The activities of the Committee are governed by the Constitution.

10. **ANNUAL GENERAL MEETING**

The Annual General Meeting shall be held every calendar year within three (3) months after the end of the financial year, which shall conclude on the last day of February. The annual report and balance sheet shall be presented at this meeting and the Committee for the ensuing year shall be elected at this same meeting.

11. **RETIREMENT OF COMMITTEE MEMBERS**

At every Annual General Meeting all the members of the Committee shall retire. Where a member has been appointed to fill a casual vacancy, the date of such appointment shall be deemed to be the date on which the person whose place the member is appointed to fill was elected or appointed. Retiring members shall be eligible for re-election and shall act as Committee members throughout the meeting at which they retire.

12. **MEMBERSHIP OF COMMITTEE**

A person shall be eligible for election as a member of the Committee only if such person resides or is a ratepayer within the Municipality of Hunter's Hill and is not an elected member of a local government body or of the State or Commonwealth Parliaments.

13. **NOMINATION FOR COMMITTEE**

Any two members of The Trust may nominate another member for election. Such nominations shall be signed by the two proposers and shall bear the written consent of the member as nominated and shall be posted or delivered by hand so as to reach the Secretary at least fourteen (14) days before the date of the Annual General Meeting. The nomination shall include the address and occupation of the nominee. At least seven (7) days before the Annual General Meeting the Secretary shall cause a notice to be published in the local press of the names of all members correctly nominated for election. If insufficient nominations are received those nominated shall be declared elected and nominations for vacant positions shall be called for at the Annual General Meeting and it shall be sufficient to announce the

- i) The Trust may be dissolved upon the vote of a 75 percent majority of financial members present at a General Meeting called for the purpose and shall be dissolved if the membership falls below ten (10) persons;
- ii) Upon dissolution the assets and funds on hand shall, after payment of all expenses and liabilities, be handed over to such non-profit organisation(s) having similar objectives to The Trust as a majority of the remaining members shall decide.

## 25. TAXATION

The following clauses must be observed pursuant to the provisions of the Income Tax Assessment Act, 1936 (CTH) and the laid down regulations thereto:

### Non-Profit Clause

"The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objectives of the Association 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 Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association or reasonable and proper rent for premises let by any member to the Association."

### Dissolution Clause

"The Association shall not be dissolved except at a General Meeting of the Association specially convened for the purpose and by a Resolution carried by a majority of four-fifths of the votes recorded in respect of the same. If upon the winding up or dissolution of the Association there remains after the 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 or in part similar to the objects of the Association and which shall also prohibit the distribution of its or their property among its or their members such institution or institutions to be determined by the members of the Association at or before the time of dissolution or in default thereof by the Chief Judge of such court as may have or acquire jurisdiction in the Matter."

## 26. INSURANCE

The Secretary for the time being must arrange suitable insurance cover for the Officers of Committee to indemnify him, her or them in the event of any proceedings, legal actions or litigation brought against the Trust or its Officers.

## **THE HUNTER'S HILL TRUST PROPOSED CONSTITUTION CHANGES SUMMARY**

You have been given a copy of the proposed new Constitution for The Hunter's Hill Trust. Changes are needed to the old Constitution to satisfy the requirements of the Australian Taxation Office for the Trust to remain exempt from income tax. This being the case it is an opportune time to make other changes to update the Constitution. The following is a summary of the major changes proposed.

### **Deletions**

Clause 28 of the old Constitution, relating to the auxiliary has been deleted as it is considered unnecessary.

### **Additions**

The following have been added to the old Constitution:

- In clause 7, a statement that the Constitution is binding on each member, including life and honorary members.
- In clause 9, statements of the responsibilities of the Secretary and Treasurer and that "the activities of the committee are governed by the Constitution".
- In clause 14, a statement that only financial members of the Trust shall be entitled to vote. (For the election of the committee.)
- Clause 24, which is as required by the Australian Taxation Office.
- Clause 25, requiring the Secretary to arrange insurance for the committee members to protect against litigation.

### **Modifications**

Minor wording changes have been made to a number of clauses, however most of these do not alter the intent of the Constitution. These changes include:

- Clause 2, change of address to the Trust's post office box.
- In clause 7, the period that must elapse after 1 March each year before people who have not paid their subscription cease to be members, is changed from 8 to 12 weeks.
- Clause 14, refers to no office bearer being able to hold the same position for more than 2 consecutive years. In the old Constitution this clause said "no office bearer shall serve for more than 2 consecutive years". This change clarifies the position on office bearers in that it clearly allows for a person to be on the committee for longer than 2 years provided the same position is not held for longer than 2 consecutive years.
- Clause 19, now requires General Meetings to be held only once per year. The old Constitution required general meetings-at least twice per year. (The Constitution allows a general meeting to be held at any time if requested by 10 or more members.)
- The clause dealing with amendment of the Constitution (now 23, was 26) has had added the requirement that a notice of motion in respect of a change to the Constitution be submitted in writing at least 3 weeks prior to the meeting being held to deal with the proposed changes.

### **Potential Discussion Point**

Some members have expressed concern that clause 12 (unchanged from old Constitution) is too restrictive in that it does not allow elected members of local government bodies or State or Commonwealth Parliaments to be members. Nor does it allow non-residents or non-rate paying people to be members. The concern is that this may preclude people with important and useful skills from serving on the committee.

As this will likely be discussed at the AGM please consider your views on this clause.

names of such nominees of The Trust at the meeting at which such election shall take place.

14. **ELECTION OF COMMITTEE**

Each member present at an Annual General Meeting shall be entitled to vote by marking with crosses opposite the names on the ballot paper the names of the members the voter desires to be elected. A ballot paper shall be void if it bears more crosses than the desired number. A ballot paper shall not be void if the intention of the voter is clear. The Chairman shall appoint a sufficient number of tellers and scrutineers who shall respectively count and supervise the counting of the votes. Only financial members of The Trust shall be entitled to vote.

15. **ELECTION OF OFFICE BEARERS**

The Committee at its first meeting may elect a Patron and shall from its members elect a President, Vice-President, Secretary, Treasurer, and such officers as the Committee deems necessary. No office bearer shall serve in the same position for more than two (2) successive years.

16. **VACANCIES**

A vacancy on the Committee shall be deemed to have occurred if a Member:

- i) resigns membership of the Committee by notice in writing sent to the Secretary;
- ii) fails to attend three (3) consecutive meetings of the Committee of which due notice has been given the member, unless the member has been excused from attendance by resolution of the Committee;
- iii) becomes and remains unfinancial; and
- iv) is removed from office at a Special General Meeting of The Trust.

17. **QUORUM**

At a General Meeting (including an Annual General Meeting) a quorum shall be twenty (20) members of The Trust and at a meeting of the Committee a quorum shall be five (5) members of the Committee.

18. **NOTICE OF MEETINGS**

There shall be given at least seven (7) days' clear notice of a General Meeting other than the Annual General Meeting for which there shall be twenty-eight (28) days notice. Such notice shall be either published in the local press or sent to the last known address of each member.

19. **GENERAL MEETINGS**

- i) 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;
- ii) General Meetings shall be called at least once a year.

20. **SPECIAL GENERAL MEETINGS**

A Special General Meeting shall be called by the Secretary upon receipt of a request in writing signed by ten (10) or more members within a period of one month from the date of receipt of the request, which shall set out clearly the purpose for which the Special General Meeting shall be called. The resolution(s) for which the Special General Meeting was called shall be adopted by a simple majority of those members present and voting, and the business for the meeting shall be confined to the purpose for which it was called.

21. **NOTICES OF MOTION**

Notices of Motion shall be given to the Secretary in writing fourteen (14) days before the date of a General Meeting.

22. **FUNDS**

The funds of The Trust shall be banked in the name of the Trust and any two of the President, Vice President, Secretary and Treasurer shall be authorised to operate thereon.

23. **ALTERATION TO CONSTITUTION**

The Constitution may be varied, revised or expanded only at a properly convened general meeting of The Trust. It shall be a prerequisite that a Notice of Motion be submitted in writing, to the Secretary, at least three (3) weeks prior to the meeting being held. 75% of members present at said meeting must agree to any change or variation.

24. **DISSOLUTION AND DISTRIBUTION OF ASSETS**