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# ACT KINDRED ORGANISATION COMMITTEE INC CONSTITUTION

This Constitution was adopted at a  
Special General Meeting held on  
25<sup>th</sup> MAY, 2010

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## **PART 1 – PRELIMINARY.**

### **1. Name**

The name of this Association is ACT KINDRED ORGANISATIONS COMMITTEE INC.

Throughout this document reference will be made to the short title “ACT KOC Inc”.

### **2. Interpretation**

In these Rules, unless a contrary intention appears;

“**financial year**” means the year ending on 31<sup>st</sup> December

“**member**” means Ex-Service organisations and the person representing them

“**management committee**” means the office-bearer duly elected as mentioned in section 12 (1)

“**ordinary committee member**” means a member of the Management Committee who is not an office-bearer as mentioned in section 12 (1)

“**secretary**” means a person holding office under these rules as secretary of the ACT KOC Inc, or if no such person hold that office, then the public officer of the ACT KOC Inc

“**the act**” means the Associations Incorporation Act 1991

“**the Regulation**” means the Associations Incorporation Regulation 1991

### **3. Application of Legislation Act 2001**

The Legislation Act 2001 applies to these rules in the same way as it would if they were an instrument made under the Act.

## **PART 2 – AIMS AND OBJECTS OF THE COMMITTEE**

### **4. Aims and Objects.**

- (1) The aim of the ACT KOC Inc is to provide a joint Ex-Service Organisation representation to Department of Veteran Affairs, ACT Government & any other agencies deemed appropriate with

issues that are of importance to the veteran community.

## **PART 3 – MEMBERSHIP**

### **5. Membership.**

- (1) Membership of the ACT KOC Inc is not open to individuals, but to Ex-Service Organisations.
- (2) ACT & Federal Government Departments and any other groups performing similar functions may send representatives in a consultative capacity.

### **6. Nomination for Membership.**

- (1) A nomination for a representative of an Organisation or Group
  - (i) Must be made by the Organisation or Group in writing on the prescribed Application Form as set out in Appendix 1 to these Rules; and
  - (ii) Lodge the application with the Secretary of ACT KOC Inc.
- (2) As soon as is practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Management Committee which must decide whether to approve or to reject the nomination.
- (3) If the Management Committee decides to approve a nomination for membership, the Secretary must as soon as practicable after that decision notify the Association or Group of that approval and request payment of the prescribed Annual Fees be made within 28 days after receipt of the notification.
- (4) The Secretary must, on payment of the fee enter the Organisation or Group representative in the register of members, on the name being so entered, the Organisation or Group becomes a member of the Association.

### **7. Cessation of Membership.**

- (1) Fails to renew membership by 31<sup>st</sup> March of each year.
- (2) Gives written notice to the Secretary that the Ex-Service Organisation, wishes to resign its membership.
- (3) Is expelled from the ACT KOC Inc
- (4) If an Ex-Service Organisation or Group ceases to be a member, the Secretary must make an appropriate entry in the register of members recording the date on which it ceased.

### **8. Fees.**

An annual subscription fee shall be determined at each Annual General Meeting for the following year.

### **9. Members' Liabilities.**

The liability of a member to contribute towards the payment of the debts and liabilities of the ACT KOC Inc or the costs, charges and expenses of the winding up of the ACT KOC Inc is limited to the amount (if any) unpaid by the member in relation to membership of the ACT KOC Inc as required by section 7.

### **10. Natural Justice**

All actions taken under sections 10 & 11 dealing with disciplinary matters must comply absolutely with the rules of procedural fairness (natural justice).

### **11. Disciplining of Members.**

- (1) Where the Management Committee is of the opinion that a member;
  - (a) Has persistently refused or neglected to comply with a provision of these Rules; or
  - (b) Has persistently and wilfully acted in a manner prejudicial to the interests of the ACT KOC Inc

The Management Committee may, by resolution;

- (c) Expel the member from ACT KOC Inc; or
  - (d) Suspend the member from the rights and privileges of membership of the ACT KOC Inc that the Management Committee may decide for a specific period.
- (2) A resolution of the Management Committee under subsection (1) is of no effect unless the Management Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (3) confirms the resolution in accordance with this section.
- (3) Where the Management Committee passes a resolution under subsection (1), the Secretary must, as soon as practicable, serve a written notice on the member;
- (a) Setting out the Resolution of the Management Committee and the grounds on which it is based; and
  - (b) Stating that the member may address the Management Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice; and
  - (c) Informing the member that the member may do either or both of the following;
    - (i) Attend and speak at that meeting
    - (ii) Submit to the Management Committee at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to the Act, section 50, at a meeting of the Management Committee mentioned in subsection (2), the Management Committee must;
- (a) Give the member mentioned in subsection (1) an opportunity to make oral representations; and
  - (b) Give due consideration to any written representations submitted to the Management Committee by that member at or before the meeting; and
  - (c) By resolution decide whether to confirm or to revoke the resolution of the Management Committee made under subsection (1).
- (5) If the Management Committee confirms a resolution under subsection (4), the Secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section (10).
- (6) A resolution confirmed by the Management Committee under subsection (4) does not take effect;
- (a) Until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
  - (b) If within that period the member exercises the right of appeal-unless and until the ACT KOC Inc confirms the resolution in accordance with section 10 (4).

## **12. Right of Appeal of Disciplined Member**

- (1) A member may appeal to the ACT KOC Inc in General Meeting against a resolution of the Management Committee that is confirmed under section 9 (4), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) On receipt of a notice under subsection (1), the Secretary must notify the Management Committee which must call a General Meeting of the ACT KOC Inc to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.
- (3) Subject to the Act, section 50, at a General Meeting of the ACT KOC Inc called under subsection (2),
  - (a) No business other than the question of the appeal may be transacted; and
  - (b) The Management Committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and

- (c) The members present must vote by secret ballot on the question of whether the resolution made under section 9 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 9 (4), that resolution is confirmed.

## **PART 4 – THE MANAGEMENT COMMITTEE**

### **13. Powers of the Management Committee.**

The Management Committee, subject to the Act and regulations, this constitution, and to any resolution passed by the ACT KOC Inc at a General Meeting:

- (a) Shall manage the affairs of the ACT KOC Inc and;
- (b) May exercise any function that may be exercised by the ACT KOC Inc other than a function required by the constitution to be exercised by ACT KOC Inc at a General Meeting or Annual General Meeting; and
- (c) Has the power to perform all acts and do all things that appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the ACT KOC Inc.

### **14. The Management Committee.**

(1) The Management Committee consists of the Executive and two other (known as “ordinary”) Management Committee members. The Executive consists of the following members;

- (i) President
- (ii) Vice President
- (iii) Secretary
- (iv) Treasurer

(2) All members of the Management Committee;

- (i) Are elected at the AGM-see Rule 13
- (ii) Hold their position subject to these rules, until the conclusion of the Annual General Meeting following the date of the member’s election, but is eligible for re-election.
- (iii) If there is a vacancy, the Management Committee may appoint a member to fill the vacancy, which is held until the declaration of positions vacant at the AGM.

### **15. Election of Management Committee.**

(1) Nominations for positions on the Management Committee must be delivered to the Secretary not less than seven (7) days before the date which has been set for the AGM and at which the election will take place (to be known as a formal nomination).

(2) In the event there are insufficient nominations to fill all positions, nominations may be given to the Secretary immediately prior to the start of the AGM, but only for those positions for which there have not been formal nominations as per (1) above.

(3) If at the start of the AGM, there remain vacant positions the Chair may call for nominations from the floor.

(4) Nominations must be in writing, note the position for which the nomination is made and must be signed by two member authorised representatives.

(5) If the number of nominations received exceeds the number of vacancies to be filled a secret ballot must be held in the way the Management Committee has directed.

(6) A member cannot simultaneously hold more than one (1) position on the Management Committee.1

### **16. Duties of the Executive Members & Public Officer**

(1) **President**-has the overall responsibility for the operation of ACT KOC Inc and, in particular, is responsible;

- (i) For chairing all General, Special General or Management Committee Meetings of ACT KOC Inc; and
- (ii) Certifying the correctness of minutes of the previous Meeting only after approval of a majority of ACT KOC Inc members/Management Committee members present.
- (iii) For making statements on behalf of ACT KOC Inc including those in the media.

If the President is absent from a Meeting then another person as determined by the ACT KOC Inc will carry out the President's duties at the Meeting.

**2. Secretary**- is responsible for undertaking the administration and his/her tasks include;

- (i) Keeping full and accurate minutes of the proceeding of Meetings, including the election or appointment of all Management Committee members.
- (ii) Keeping the record of members.
- (iii) Attending to correspondence relating to ACT KOC Inc; and
- (iv) Carrying out directions of the ACT KOC Inc & Management Committee.

**3. Treasurer**- is responsible for financial management and is required to;

- (i) Faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of ACT KOC Inc in such form or manner consistent with good accounting practice and the directions of the Management Committee;
- (ii) Receive all moneys due to ACT KOC Inc, be responsible for the safekeeping of all monies, and make all payments authorised by resolution of the Management Committee; and
- (iii) Present his/her report and the financial statements of ACT KOC Inc to each General Meeting and shall prepare an Annual Statement of Accounts for ACT KOC Inc which, after Audit, must be presented for acceptance at the AGM in accordance with 73 (1) of the act.

**4. Public Officer**- The Public Officer must reside in the ACT and will be responsible for ensuring all business conducted by the Association is compliant with The Act and in accordance with the Rules of the Association and that all relevant documentation is completed and lodged with the Registrar Generals Office by the due date applicable to the said document.

#### **17. Vacancies**

(1) For these Rules, a vacancy in the office of a member of the Management Committee happens if the member;

- (a) Dies; or
- (b) Ceases to be a member of the ACT KOC Inc; or
- (c) Resigns the office; or
- (d) Is removed from office under section 16 (Removal of Management Committee members);  
or
- (e) Becomes an insolvent under administration within the meaning of the Corporation Act;
- (f) Suffers from mental or physical incapacity; or
- (g) Is disqualified from office under the Act, section 63 (1); or
- (h) Is absent without the consent of the Management Committee from all meetings of the Management Committee held during a period of 6 months.

#### **18. Removal of Committee members**

The ACT KOC Inc in General Meeting may by resolution, subject to the Act, section 50, remove any member of the Management Committee from the office of member of the Management Committee before the end of the member's term of office.

## **PART 5 – MEETINGS**

### **19. Presiding Member**

- (1) The President, or in the absence of the President, the Vice-President, presides at all Meetings of the ACT KOC Inc.
- (2) If the President and the Vice-President are absent from any Meeting, the members present must elect one of their number to preside at the Meeting.

### **20. Management Committee Meetings.**

- (1) The Management Committee shall meet a least twice in each year of office at such time and place as the committee may determine, but additional Meetings may be convened by any member of the Management Committee.
- (2) Notice of meeting of the Management Committee may be given orally or in writing at least 7 days before the meeting, or 48hrs if there is a need to consider urgent business.
- (3) The Management Committee may, subject to this constitution, determine the procedure to be followed at its meetings.
- (4) Each member of the Management Committee present has one vote, but in the event of a tie, the presiding Management Committee member has a second or casting vote.
- (5) Any 3 members of the Management Committee constitutes a quorum for the transaction of the business of a meeting of the Management Committee.

At meetings of the Management Committee:

No business shall be transacted by the Management Committee unless a quorum is present.

### **21. Annual General Meetings.**

- (1) The Annual General Meeting of the ACT KOC Inc shall be held at least once in each calendar year and within the period of 3 months after the end of ACT KOC Inc's financial year.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
  - (a) Confirmation of the minutes of the previous Annual General Meeting, and of any Special General Meetings held since that meeting which have not been confirmed at a subsequent meeting;
  - (b) To receive from the Management Committee reports on the activities of ACT KOC Inc during the last financial year;
  - (c) To receive and consider the statements of accounts and reports that are required to be submitted to members under sub-section 73(1) of the Act & the Registrar General.
  - (d) To elect members of the Management Committee, including office bearers.
- (3) The Secretary shall give written notice, to each member of the ACT KOC Inc, at least 14 days prior to the time indicated for the Annual General Meeting.
- (4) A quorum for an Annual General Meeting shall be 3 Management Committee members and 5 ordinary members of ACT KOC Inc.
- (5) An Annual General meeting must be specified as such in the notice calling it in accordance with section 24 (Notice).
- (6) An Annual General Meeting must be conducted in accordance with the provisions of this part.

**22. General Meetings.**

- (1) The ACT KOC Inc shall meet not less than 6 times in each year at such time and place as the Management Committee shall determine.
- (2) The quorum at a General Meeting shall be 5% of the membership.
- (3) Each financial member present at a General Meeting has one vote only.
- (4) The presiding member has a second or casting vote in the event of a tie.
- (5) All votes shall be given personally or by proxy, but no member shall hold more than 5 proxy votes.
- (6) All questions arising at a General Meeting are to be determined by a show of hands unless, before or on the declaration of the result of the show of hands, a ballot of members present is requested.
- (7) A ballot may be requested by the person presiding or by a majority of members present at the meeting.

**23. Special General Meetings.**

- (1) The Secretary shall, on receiving a request in writing from at least 5% of the total membership, convene a Special General Meeting of the ACT KOC Inc.
- (2) Notice of such meeting shall be given to members at least one month before the Special General Meeting is to be held with a statement setting out the purposes for which the meeting has been called and any motions submitted.
- (3) The notice must specify the place, the day and the hour of the meeting and the nature of the business to be transacted at the meeting pursuant to clause (2) above.
- (4) The notice must be sent by pre-paid post or electronic means to each member at the address of that member appearing in the register of members or otherwise delivered personally to each member.
- (5) The quorum at a Special General Meeting shall be 3 Management Committee members and 5 ordinary members of the ACT KOC Inc.
- (6) No business other than that specified in the notice convening the meeting may be transacted at a Special General Meeting.

**PART 6 – FUNDS****24. Source.**

- (1) The funds of the ACT KOC Inc shall be derived from annual subscriptions of members, donations and any other sources as the Management Committee determines.
- (2) All money received by the ACT KOC Inc shall be deposited as soon as practical and without deduction to the credit of the ACT KOC Inc's bank account.
- (3) The ACT KOC Inc, as soon as practical after receiving any money, shall issue an appropriate receipt.

**25. Management**

- (1) The financial year of the ACT KOC Inc shall start at the beginning of January and finish at the end of December the same year.”
- (2) The income and property of the ACT KOC Inc howsoever derived shall be applied solely towards the promotion of the objectives of the ACT KOC Inc and no portion thereof shall be paid to or transferred directly or indirectly to the members of the ACT KOC Inc, provided that nothing herein shall prevent the payment in good faith of remuneration to any member of the ACT KOC Inc for any services actually rendered to the ACT KOC Inc, or reimbursement of expenses incurred on behalf of the ACT KOC Inc.”
- (3) All cheques and other instruments drawn upon the ACT KOC Inc's accounts must be signed by at least two members of the Management Committee appointed for that purpose.

**PART 7 – AUDIT OF ACCOUNTS**



**26.**

(1) The accounts of the ACT KOC Inc as an incorporated body shall be audited by a person who:

- (a) Is not an officer of the ACT KOC Inc; and
- (b) Has not prepared or assisted with the preparation of those accounts.

(2) Subject to section 74(3) of the Act, the ACT KOC Inc may appoint an honorary auditor.

**PART 8 – COMMON SEAL****27.**

(1) The common seal of the ACT KOC Inc must be kept in the custody of the Secretary.

(2) The common seal must not be attached to any instrument except by the authority of the Management Committee and attaching of the common seal must be attested by the signatures of any two Executive members.

**PART 9 – DOCUMENTATION**

**28.** Subject to the Act and regulations, and this constitution, the Secretary shall keep in their custody or under their control, all records, books and other documents relating to the ACT KOC Inc.

**29.** The books, records and other documents of the ACT KOC Inc shall be open to inspection at a place in the ACT, free of charge, by a member of the ACT KOC Inc at any reasonable hour.

**PART 10 – BY-LAWS**

**30.** The ACT KOC Inc may adopt by-laws not inconsistent with this Constitution, embodying additional provisions for the management of ACT KOC Inc. Such by-laws shall be amended from time to time as provided therein.

**PART 11 – WINDING UP**

**31.** On winding up, the funds and or surplus property of the ACT KOC Inc shall not be distributed to members but shall be donated to a charitable organisation with similar objectives to the ACT KOC Inc which prohibits distribution of its funds to members.

**PART 12 - AMENDMENTS**

**32.** Any clause in this Constitution, except those required by ACT Associations Incorporation Act 1991, may be amended by a Special Resolution at a General Meeting, provided a quorum of 25% of the membership is present and that the amendment is adopted by an affirmative vote of not less than three-quarters of the members present and voting. Notice of such proposed amendment must be sent to each ACT KOC Inc member at least 21 days before the meeting at which a vote is to be taken on the amendment.

Signed this day 25<sup>th</sup> May, 2010

President

Secretary

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Australian Capital Territory Kindred Organisation Committee  
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