



Constitution

Northern Territory Shelter Incorporated

November 2019

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1. **Name**

The name of the Association shall be known as '**Northern Territory Shelter Incorporated**'.

2. **Definitions**

In this Constitution unless the contrary intention appears:

"**Act**" means the *Associations Act 2003* (NT) and regulations made under that Act.

"**Board**" means the Board of Management of the Association.

"**Board member**" means a member of the elected Board of Management.

"**DGR**" means a fund, authority or institution in Australia that is endorsed by the Commissioner of Taxation as a deductible gift recipient (within the meaning of Division 30 of the *Income Tax Assessment Act 1997* (Cth)).

"**Financial institution**" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* (Cth).

"**General meeting**" means a general meeting of members convened in accordance with clause 45.

"**Member**" means a member of the Association.

"**Officer**" means a person falling within the definition in section 4 of the Act.

"**Office-bearer**" has the meaning given to it in clause 25.1.

"**Public Officer**" has the meaning given to it in clause 25.4.

"**Register of members**" means the register of the Association's members established and maintained under Section 34 of the Act.

"**Special resolution**" means a resolution, notice of which is given under clause 48 and passed in accordance with section 37 of the Act.

"**the Association**" shall be a reference to Northern Territory Shelter Incorporated.

3. **Minimum Number of Members**

The Association must have not less than five members.

4. **Objects**

The objects of the Association include:

- (a) identifying and promoting best practice in the provision of appropriate, safe and affordable housing for persons residing in the Northern Territory, particularly low to moderate income earners disadvantaged in the housing market, as the Northern Territory's peak body;
- (b) advocating and contributing to national and NT housing policy, particularly for growth in social and affordable housing supply from government and non-government organisations;
- (c) promoting awareness regarding housing needs and issues for those persons who are homeless or at risk of homelessness, or experiencing financial hardship in the housing market;
- (d) advocating for groups of persons with characteristics more likely to result in a lack of access to suitable housing, including Aboriginal persons, seniors, young persons, people with a disability or mental illness, people experiencing domestic and/or family violence, persons with drug and/or alcohol addictions, and persons leaving prison or corrections facilities;
- (e) undertaking and supporting projects and research relevant to housing and homelessness needs and priorities;
- (f) engaging key stakeholders including relevant government agencies, local government, Aboriginal community controlled organisations and private industry, and working with other community organisations to further these objectives and influence housing policy decision makers;
- (g) developing the capacity of front-line service organisations providing housing and homelessness services to persons in the Northern Territory; and
- (h) sharing information, consulting with and coordinating activities for the Association's stakeholders.

5. Application of Income and Property

- (a) The income and property of the Association shall be applied solely towards the promotion of the objects of the Association. No portion of the income or property of the Association shall be paid, transferred or distributed directly or indirectly to the Members of the Association provided that nothing shall prevent the payment in good faith of reasonable remuneration to any officer or employee of the Association to any person or group in return for services rendered to the Association acting for the purposes of the Association.
- (b) Notwithstanding Clause 5(a), Members of the Association incurring reasonable expenses in carrying out the Association's business may be reimbursed from time to time with the approval of the Board.
- (c) Nothing in Clause 5(a) and Clause 5(b) limits the Association's power to distribute any lawfully acquired monies or other resources through donations or sponsorships to other charitable organisations for the purpose of furthering the objects of the Association.

6. Powers

In addition to the objects of the Association, the powers of the Association shall include:

- (a) the purchase, taking on lease/rent or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;

- (b) the buying, selling and supplying of, and dealing in goods of all kinds;
- (c) the construction, maintenance and alteration of building or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the accepting of any gift, whether subject to a special trust or not, for anyone of the objects or purposes of the Association;
- (e) the taking of such steps from time to time as the Board or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association;
- (f) the printing and publication of such newspaper, periodicals, books, leaflets, or other documents as the Board or members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
- (g) the appointment of agents to transact business on its behalf;
- (h) the entering into any other contract it considers necessary or desirable;
- (i) the borrowing and raising of money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a general meeting and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or all or any of the seal or personal property of the Association;
- (j) subject to the provisions of the Trustee Ordinance 1957, the investment of any monies of the Association not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine;
- (k) the making of gifts, subscriptions or donations to any DGR funds;
- (l) the establishment and support, or the aiding in the establishment and support of associations institutions, funds, trusts, schemes and conveniences calculated to benefit staff or past staff of the Association and their dependents, and making of payments towards insurance in relation to any of these purposes;
- (m) distribute any lawfully acquired monies or other resources to other charitable organisations for the purpose of furthering the objects of the Association in such manner as the Association's Board sees fit;
- (n) the establishment and support or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association; and
- (o) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of the sub-rule.

7. Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

8. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

9. Altering the Constitution

- 9.1 The Association may alter this Constitution by special resolution but not otherwise.
- 9.2 If the Constitution is altered, the Public officer must ensure compliance with section 23 of the Act.
- 9.3 Any alteration to the Constitution must be passed by a three quarter majority of eligible members voting at a general meeting convened for that purpose.

10. **Application for membership**

- 10.1 To apply to become a member of the Association a person must:
- (a) submit a written application for membership to the Board of Management:
 - (i) in a form approved by the Board of Management; and
 - (ii) signed by the person and both of the members referred to in paragraph (b); and
 - (b) be proposed by one member and seconded by another member.
- 10.2 Membership of the Association shall be within three classes:
- (a) **Ordinary members** who may be non-government organisations or individuals and have full voting and membership rights;
 - (b) **Associate members** who may be representatives of government departments or employees of the Association with no voting rights;
 - (c) **Honorary Life Members** who are nominated by the Board of Management for their outstanding contribution to the Association and endorsed for life membership at a General Meeting of the Association, and who will not be required to pay annual membership fees and will have full voting rights.

11. **Approval of Board Management**

- 11.1 The Board of Management must consider any application made under clause 10 at the next available Board of Management meeting and must accept or reject the application at that meeting or the next.
- 11.2 If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.
- 11.3 If an applicant gives notice of an appeal against the rejection of their application, the Board of Management must reconsider the application at the next Board meeting after receipt of the notice of appeal.
- 11.4 If after reconsidering an application the Board of Management reaffirms its decision to reject the application, the decision is final.

12. **Joining fee**

If an application for membership is approved by the Board of Management, the applicant becomes a member on payment of the annual membership fee for the current financial year.

13. **Annual membership fees**

13.1 The annual membership fee is the amount determined from time to time by resolution of the Board of Management.

13.2 Each member must pay the annual membership fee to the Association by the first day of each financial year or another date determined by the Board of Management from time to time.

13.3 A member whose subscription is not paid within three months after the due date ceases to be a member unless the Board of Management determines otherwise.

14. **Waiver of fees**

14.1 The Board of Management may, at its complete discretion, decide to waive the joining fee in clause 12 and/or any annual membership fees payable subject to clause 13.

15. **Rights of Members**

15.1 Subject to clause 15.2, a member may exercise the rights of membership when his or her name is entered in the register of members.

15.2 A right of membership of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on the cessation of membership whether by death, resignation or otherwise.

16. **Voting**

16.1 Subject to subclause 16.2 and clause 10.2, each member has one vote at general meetings of the Association.

16.2 A member is not eligible to vote until 10 working days after their application has been accepted.

17. **Notice of meetings and special resolutions**

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

18. **Access to information on Association**

The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of general meetings; and
- (c) annual reports and annual financial reports.

19. **Raising grievances and complaints**

19.1 A member may raise a grievance or complaint about a Board member, the Board of Management or another member of the Association.

19.2 The grievance or complaint must be dealt with by the procedures set out in clause 57.

20. **Termination of membership**

Membership of the Association may be terminated by:

- (a) a notice of resignation addressed and posted to the Association or given personally to the Secretary or another Board of Management member;
- (b) non-payment of the annual membership fee within the time allowed under clause 13.3; or
- (c) expulsion in accordance with clause 22.

21. Death of a member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Board of Management must cancel the member's membership.

22. Suspension or expulsion of members

22.1 If the Board of Management considers that a member should be suspended or expelled because of conduct detrimental to the interests of the Association, the Board must give notice of the proposed suspension or expulsion to the member.

22.2 The notice must:

- (a) be in writing and include:
 - (i) the time, date and place of the Board of Management meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
- (b) be given to the member not less than 30 days before the date of the Board of Management meeting referred to in paragraph (a)(i).

22.3 At the meeting, the Board of Management must afford the member a reasonable opportunity to be heard or to make representations in writing.

22.4 The Board of Management may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.

22.5 Subject to clause 23, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

23. Appeals against suspension or expulsion

23.1 A member who is suspended or expelled under clause 22 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Board of Management 's decision.

23.2 The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.

23.3 The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Board of Management to suspend or expel the member.

23.4 The member is not suspended or does not cease to be a member until the decision of the Board of Management to suspend or expel him or her is confirmed by a resolution of the members.

24. **Role and powers**

- 24.1 The business of the Association must be managed by or under the direction of the Board of Management.
- 24.2 The Board of Management may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- 24.3 The Board of Management may appoint and remove staff.
- 24.4 The Board of Management may establish one or more sub-committees consisting of the members of the Association the Board of Management considers appropriate.

25. **Composition of Board of Management**

- 25.1 Membership of the Board will comprise up to eleven representatives. The Board of Management must consist of at least:
 - (a) a President;
 - (b) a Vice-President;
 - (c) a Secretary; and
 - (d) a Treasurer.(each being an **Office-bearer**)
- 25.2 The Board of Management may employ an Executive Officer.
- 25.3 If an Executive Officer is employed under clause 25.2, the Executive Officer will report to but not sit on the Board of Management.
- 25.4 Unless elected directly as a separate office holder, the Board of Management must appoint one person to be the Association's public officer (**Public Officer**).
- 25.5 The Public Officer does not need to be a member of the Association.

26. **Delegation**

- 26.1 The Board of Management may delegate to a sub-committee or staff any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board of Management by the Act or any other law.
- 26.2 The delegation must be in writing and may be subject to the conditions and limitations the Board of Management considers appropriate.
- 26.3 The Board of Management may, in writing, revoke wholly or in part the delegation.

27. **Eligibility of Board of Management members**

- 27.1 A Board of Management member must be 18 years of age or over.
- 27.2 A person is eligible to be a Board of Management member if:
 - (a) the person is a member of NT Shelter; or

- (b) the person is employed by a member of NT Shelter and the person's employer has duly authorised the person to nominate for election to the Board.
- 27.3 If a person is eligible to be a Board of Management member under clause 27.2(b), the person is eligible in their personal capacity not as a representative of the organisation that employs them.
- 27.4 If a person is appointed to the Board pursuant to clause 27.2(b) and the person ceases to be employed by the member, that person is no longer eligible to remain on the Board unless they are also personally a member of NT Shelter.
- 27.5 If a person is disqualified from sitting on the Board pursuant to clause 27.4, the Board of Management can appoint a person eligible under clause 27.2 to fill the casual vacancy subject to clause 34.
- 27.6 A member is not eligible to be a Board of Management member if:
 - (a) the person is an insolvent under administration; or
 - (b) has been convicted or released from prison within or outside the NT in the past 5 years;
 - (i) on an indictment of an offence in connection with the promotion, formation or management of a body corporate;
 - (ii) of an offence involving fraud or dishonesty punishable on conviction by imprisonment for not less than 3 months;
 - (iii) of an indictable offence;
 - (iv) of an offence against the Act; or
 - (v) a prescribed offence.
- 27.7 Board members must be elected to the Board of Management at an annual general meeting or appointed under clause 34.
- 28. **Nominations for election to Board of Management**
- 28.1 A person is not eligible for election to the Board of Management unless the Secretary receives a written nomination for that person by a member not less than 7 days before the date of the next annual general meeting.
- 28.2 The nomination must be signed by:
 - (a) two members: the nominator and a seconder; and
 - (b) the nominee to signify his or her willingness to stand for election.
- 28.3 A member who is eligible for election or re-election under this clause may:
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- 28.4 A member cannot propose and second himself or herself for election or re-election under clause 28.3(a) or clause 30. If a member nominates himself or herself for election or re-election, that member's nomination must be either proposed or seconded by another member.

- 28.5 A person may nominate for election to the Board of Management as:
- (a) an ordinary Board member; or
 - (b) an Office-bearer; or
 - (c) both.
- 28.6 If there are multiple nominations for an Office-bearer position under clause 28.5(b), a ballot will be conducted to determine the election for the position.
- 28.7 If there are no nominations for an Office-bearer position under clause 28.5(b), the Office-bearer position will be filled by an ordinary Board member selected by the Board in accordance with clause 34.
- 28.8 If a member who nominates as an Office-bearer is elected unopposed, then that member becomes a member of the Board of Management.
- 28.9 If a member nominates for election to the Board of Management as an Office-bearer but is not elected as an Officer-bearer, the member may contest the ballot for election to the Board of Management as an ordinary Board member.
29. **Retirement of Board of Management members**
- 29.1 A Board member holds office until the third annual general meeting after their election unless the member vacates the office under clause 32 or is removed under clause 33.
- 29.2 The President of the outgoing Board of Management must preside at the annual general meeting until a new member is elected as President.
- 29.3 Members of the Board of Management may serve consecutive terms on the Board of Management.
- 29.4 At least one-third of the Board members must retire each year at the Annual General Meeting (including any person appointed under clause 34) and elections must be held to elect new ordinary Board members or Office-bearers as appropriate.
- 29.5 For the purposes of choosing the Board members who will retire under clause 29.4, the Board members who have sat on the Board of Management for the longest duration since last being elected will retire.
- 29.6 If Board members have sat on the Board of Management for the same amount of time since last being elected under clause 29.5, the Board members that will retire will be decided by either:
- (a) agreement of the Board members; or
 - (b) if there is no agreement, drawing lots.
30. **Election by default**
- 30.1 If the number of persons nominated for election to the Board of Management under clause 27 does not exceed the number of vacancies to be filled, the President must declare the persons to be duly elected as members of the Board of Management at the annual general meeting.
- 30.2 If vacancies remain on the Board of Management after the declaration under subclause 30.1, additional nominations for Board members may be accepted from the floor of the annual general meeting.

30.3 If the nominations from the floor do not exceed the number of remaining vacancies, the President must declare those persons to be duly elected as members of the Board of Management.

30.4 If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies for the purposes of clause 34.

31. **Election by ballot**

31.1 If the number of nominations exceeds the number of vacancies on the Board of Management, ballots for those positions must be conducted.

31.2 The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.

31.3 The persons chosen by ballot must be declared by the President to be duly elected as members of the Board of Management.

32. **Vacating office**

The office of a Board member becomes vacant if:

(a) the member:

(i) is disqualified from being a Board member under clauses 27.4 and 33 of this Constitution or section 40 of the Act;

(ii) resigns by giving written notice to the Board of Management;

(iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;

(iv) ceases to be a resident of the Territory; or

(v) ceases to be a member of the Association; or

(b) the member is absent from more than:

(i) three consecutive Board meetings; or

(ii) three Board meetings in the same financial year without tendering an apology to the President; of which meetings the member received notice and the Board of Management has resolved to declare the office vacant.

33. **Removal of Board of Management member**

33.1 The Association, through a special general meeting of members, may remove any Board member before the member's term of office ends.

33.2 If a vacancy arises through removal under clause 33.1, an election must be held to fill the vacancy.

34. **Filing casual vacancy on Board of Management**

34.1 If a vacancy of an Office-bearer position remains on the Board of Management after the application of clause 28 or an Office-bearer position becomes vacant under clause 32, the Board of Management must fill the vacancy by appointing an existing Board member selected by the Board.

34.2 If a vacancy of an ordinary Board member position remains on the Board of Management after the application of clause 30 or an ordinary Board member position becomes vacant under clause 32, the Board of Management may elect to fill the vacancy in accordance with this clause and subject to the eligibility requirements under clause 27.2.

34.3 Any person appointed to an ordinary Board member position under this clause will hold office until the next annual general meeting after their appointment (unless the member vacates the office under clause 32 or is removed under clause 33) and may, if eligible, stand for re-election at that meeting.

34.4 However, if the office of Public Officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy within 14 days.

35. **Collective responsibility of Board of Management**

35.1 As soon as practicable after being elected to the Board of Management, each Board member must become familiar with the Act and regulations made under the Act.

35.2 The Board of Management is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

36. **President and Vice-President**

36.1 Subject to clauses 36.2 and 36.3, the President must preside at all general meetings and Board meetings.

36.2 If the President is absent from a meeting, the Vice-President must preside at the meeting.

36.3 If the President and the Vice-President are both absent, the presiding member for that meeting must be:

- (a) a member elected by the other members present if it is a general meeting; or
- (b) a Board member elected by the other Board members present if it is a Board of Management meeting.

37. **Secretary**

The Secretary must:

- (a) coordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of general meetings and of Board of Management meetings are kept in accordance with section 38 of the Act;
- (c) maintain the register of members in accordance with section 34 of the Act;
- (d) unless the members resolve otherwise at a general meeting – have responsibility for the safe custody of all books, documents, records and registers of the Association, other than those required by clause 38.5 to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

38. **Treasurer**

38.1 The Treasurer must:

- (a) put in place measures for the receipt of all moneys paid to or received by the Association and ensure that receipts are issued for those moneys in the name of the Association;
 - (b) ensure that all moneys received are paid into the account of the Association within five working days after receipt;
 - (c) make any payments authorised by the Board of Management or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed any two Board members authorised by the Board of Management.
- 38.2 The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- 38.3 The Treasurer must coordinate the preparation of the Association's annual statement of accounts.
- 38.4 The Treasurer must submit to the Board a report, balance sheet or financial statement as directed by the Board of Management.
- 38.5 The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.
- 38.6 The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.
39. **Public Officer**
- 39.1 The Public Officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- 39.2 The Public Officer must keep a current copy of the Constitution of the Association.
40. **Frequency and calling of meetings**
- 40.1 The Board of Management must meet together for the conduct of business not less than 4 times in each financial year.
- 40.2 The President, or at least half the Board members, may at any time convene a special meeting of the Board of Management.
- 40.3 A special meeting may be convened to deal with an appeal under clause 23.
41. **Voting and decision making**
- 41.1 Each Board member present at the meeting has a deliberative vote.
- 41.2 A question arising at a Board of Management meeting must be decided by a majority of votes.
- 41.3 If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.
42. **Quorum**

42.1 For a Board of Management meeting, one-half of the Board members plus one member constitutes a quorum.

42.2 A Board member is treated as present at a meeting held using any technology if the Board member is able to communicate with all others attending.

43. **Procedure and order of business**

43.1 The procedure to be followed at a Board meeting shall be determined from time to time by the Board of Management.

43.2 The order of business may be determined by the members present at the meeting.

43.3 Only the business for which the meeting is convened may be considered at a special meeting.

43.4 Board members may need to consider and vote on urgent matters from time to time outside of formal board meetings. If the Board is required to vote on an out-of-session resolution:

(a) written notice of the resolution or matter to be decided must be provided to all board members; and

(b) any decision must be decided by a majority of votes.

44. **Disclosure of interest**

44.1 A Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Board of Management in accordance with section 31 of the Act.

44.2 The Secretary must record the disclosure in the minutes of the meeting.

44.3 The President must ensure a Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

45. **Convening general meetings**

45.1 The Association must hold an annual general meeting within five months after the end of the Association's financial year.

45.2 The Board of Management:

(a) may at any time convene a special general meeting;

(b) must, within 30 days after the Secretary receives a notice under clause 22.1, convene a special general meeting to deal with the appeal to which the notice relates; and

(c) must, within 30 days after it receives a request under clause 46.1, convene a special general meeting for the purpose specified in that request.

46. **Special general meetings**

46.1 Half the number of members constituting a quorum for a general meeting may make a written request to the Board of Management for a special general meeting.

46.2 The request must:

- (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.
- 46.3 If the Board of Management fails to convene a special general meeting within the time allowed:
 - (a) for clause 45.2(b) – the appeal against the decision of the Board of Management is upheld; and
 - (b) for clause 45.2(c) – the members who made the request may convene a special general meeting as if they were the Board of Management.
- 46.4 If a special general meeting is convened under clause 46.3(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- 46.5 The Secretary must give to all members not less than 21 days' notice of a special general meeting.
- 46.6 The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- 47. **Annual general meeting**
- 47.1 The Secretary must give to all members not less than 21 days' notice of an annual general meeting.
- 47.2 The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- 47.3 The order of business for each annual general meeting is as follows:
 - (a) first – the consideration of the accounts and reports of the Board of Management;
 - (b) second – the election of new Board of Management members;
 - (c) third – any other business requiring consideration by the Association at the meeting.
- 48. **Special resolutions**
- 48.1 A special resolution may be moved at any general meeting of the Association.
- 48.2 The Secretary must give all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed.
- 48.3 The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 49. **Notice of meetings**
- 49.1 The Secretary must give a notice under this Part by:
 - (a) serving it on a member personally; or

- (b) sending it by post to a member at the address of the member appearing in the register of members; or
- (c) sending it electronically to a member at the email address of the member appearing in the register of members.

49.2 If a notice is sent by post under clause 49.1(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

50. **Quorum at general meetings**

At a general meeting five members present constitutes a quorum.

51. **Lack of quorum**

51.1 If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present:

- (a) for an annual general meeting or special general meeting convened under clause 45.2(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
- (b) for a meeting convened under clause 45.2(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
- (c) for a meeting convened under clause 45.2(c) – the meeting lapses.

51.2 If within 30 minutes after the time appointed by clause 51.1(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.

51.3 The President may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.

51.4 There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

51.5 If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

52. **Voting**

52.1 Subject to clauses 16.2 and 10.2, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

52.2 At a general meeting:

- (a) an ordinary resolution put to the vote is decided by a majority of votes made in person, by proxy, or by representative; and
- (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person, by proxy, or by representative vote in favour of the resolution.

52.3 A poll may be demanded by the President or by three or more members present in person or by proxy.

52.4 If demanded, a poll must be taken immediately and in the manner the President directs.

53. **Proxies and corporate representatives**

53.1 A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

53.2 A member that is a body corporate may appoint an individual to act as its representative to attend and vote on behalf of the appointing member at any general meeting. Evidence of the appointment may be deposited with the Association in any form as determined by, and satisfactory to, the Board.

54. **Financial year**

The financial year of the Association shall be the period from 1 July to 30 June of the following calendar year.

55. **Funds and accounts**

55.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

55.2 Subject to any restrictions imposed by the Association at a general meeting, the Board of Management may approve expenditure on behalf of the Association within the limits of the budget.

55.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two Board members.

55.4 All funds of the Association must be deposited into the financial account of the Association no later than five working days after receipt or as soon as practicable after that day.

55.5 With the approval of the Board of Management, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

56. **Accounts and audits**

The responsibility of the Board of Management under clause 35.2 for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts; and
- (c) the auditing of the Association's accounts.

57. **Grievance and disputes procedures**

57.1 This clause applies to disputes between:

- (a) a member and another member; or

- (b) a member and the Board of Management.
- 57.2 Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- 57.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- 57.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) for a dispute between a member and another member – a person appointed by the Board of Management; or
 - (ii) for a dispute between a member and the Board of Management – a person who is a mediator appointed or employed by the department administering the Act.
- 57.5 A member of the Association cannot be a mediator.
- 57.6 The mediator cannot be a party to the dispute.
- 57.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 57.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- 57.9 The mediator must not determine the dispute.
- 57.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
58. **Common seal**
- 58.1 The common seal of the Association must not be used without the express authority of the Board of Management and every use of that common seal must be recorded by the Secretary.
- 58.2 The affixing of the common seal of the Association must be witnessed by any 2 of the following:
- (a) the President;
 - (b) the Vice President;
 - (c) the Secretary;
 - (d) the Treasurer.

58.3 The common seal of the Association must be kept in the custody of the Secretary or another person authorised by the Board of Management from time to time.

59. **Winding up or revocation of DGR endorsement**

59.1 Winding up

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed to one or more other associations, institutions or bodies that is or are:

- (a) charitable at law and registered as such by the Australian Charities Not-for-profits Commission; or
- (b) if the Association is a DGR, charitable at law and registered as such by the Australian Charities Not-for-profits Commission and that is endorsed as a DGR,

and, in each case, the constituent documents of which:

- (i) require the charity or charities to pursue objects similar to those of the Association and to apply its income solely towards promoting those objects; and
- (ii) prohibit the charity or charities from making distributions to its members and paying fees to its Board members to at least the same extent as the Association, the charity or charities to be determined by the Board, or failing such determination, by a judge of the Northern Territory Supreme Court.

59.2 Revocation of DGR endorsement

- (a) This clause only applies if the Association is a DGR.
- (b) In the event that the Association is a DGR and that endorsement is subsequently revoked, any surplus gift funds must not be paid to, or distributed among, the members, but must be paid or transferred to one or more associations, institutions or bodies that are endorsed by the Commissioner of Taxation as a DGR and the constituent documents of which:
 - (i) require the association, institution or body to pursue objects similar to those of the Association and to apply its income solely towards promoting those objects; and
 - (ii) prohibit the association, institution or body from making distributions to its members and paying fees to its directors to at least the same extent as the Association,

the corporation or institution to be determined by the Board.

- (c) For the purpose of this clause 59.2:
 - (i) "gift funds" means:
 - (A) gifts of money or property for the principal purpose of the Association;
 - (B) contributions made in relation to a fund raising event held for the principal purpose of the association; and

- (C) money received by the association because of such gifts and contributions.
- (ii) "contributions" and "fund raising" event have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997* (Cth).