



DARWIN GREYHOUNDS
WINNELLIE PARK

Constitution

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Constitution

Part 1 Preliminary

1 Name

The name of the incorporated association (the **Association**) is the Darwin Greyhound Association Incorporated.

2 Objects and Purposes

The objects and purposes of the Association are:

- (a) to foster an interest in greyhound racing, subject to the Racing and Betting Act and other regulations which shall include any form of dog racing or dog running, be it with mechanical lure or drag lure.
- (b) to provide, prepare and maintain any lands or ground for greyhound racing purposes, and to construct, maintain, improve grandstands or other stands, booths, kennels, refreshment rooms and other erections, buildings and conveniences, and to conduct, hold and promote greyhound race meetings.
- (c) to support the greyhound industry's commitment to world leading animal welfare standards.
- (d) to promote fair and ethical conduct within the Northern Territory greyhound racing industry.
- (e) to ensure the health, safety and wellbeing of greyhound racing dogs is maintained in accordance with leading animal welfare standards in the greyhound racing industry.

3 Minimum Number of Members

The Association must have at least fifteen members.

4 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Act* and regulations made under that Act.

Code of Conduct means the Darwin Greyhound Association Code of Conduct as published and amended by the Association from time to time.

Committee means the Management Committee of the Association.

Committee Member means a member of the Management Committee of the Association.

financial institution means an ADI.

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

Greyhound Rules means the Greyhound Racing Rules 1981 (NT) as amended from time to time.

Grievance and Dispute Procedure means the grievance and dispute procedures outlined under clause 57 and 58.

Member means a member of the Association and "Members" means the members of the Association collectively.

Register of Members means the register of the Association's members established and maintained under section 34 of the Act.

Special General Meeting means a special general meeting of members convened in accordance with clause 45 and 46.

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

5 Compliance with laws

- (1) The Association is bound by the Greyhound Rules and must conduct greyhound racing in accordance with the Greyhound Rules.
- (2) All Members and persons taking part in greyhound racing in the Northern Territory overseen by the Association, must comply with and are bound by the Greyhound Rules.
- (3) Members who are found to be in breach of the Greyhound Rules may be liable to the penalty imposed under the Greyhound Rules and disciplinary action as otherwise provided in this Constitution .
- (4) If there is any inconsistency between the Greyhound Rules and this Constitution, the Greyhound Rules prevail.

Part 2 Constitution and Powers of Association

6 Powers of Association

- (1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- (2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;

- (d) raise and borrow money on the terms and in the manner it considers appropriate;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.

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

- (1) The Association may alter this Constitution by Special Resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

Part 3 Members

Division 1 Membership

10 Classes of Membership

- (1) The association has three classes of members:
 - (a) Members
 - (b) Life Members
 - (c) Social Members
- (2) Member means a person who is over the age of 18 years and is an owner or trainer of greyhounds in the Northern Territory. A Member is entitled to vote, access the freight subsidy, the rehoming of dogs subsidy, injury assistance subsidy and any other such Member subsidies the Association may introduce from time to time. Members are also entitled to free entry to all race meetings, use of facilities and free dog trials.
- (3) Life Member means a person who:

- (i) has rendered special service to the Association; and
- (ii) is nominated by the Management Committee for life membership; and
- (iii) is elected a life Member at a General Meeting,

A Life Member has all the rights and privileges of a Member without paying a subscription

- (4) A Social Member means a person over the age of 18 years. A Social Member is not entitled to a vote and is entitled to free entry to all race meetings.

11 Application for Membership

To apply to become a Member of the Association a person must:

- (a) submit a written application for membership to the Committee:
 - (i) in a form approved by the Committee; 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.

12 Approval of Committee

- (1) The Committee must consider any application made under clause 11 at the next available Committee meeting and must accept or reject the application at that meeting or the next.
- (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.
- (3) If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next Committee meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

13 Annual Membership Fees

- (1) The annual membership fee is the amount determined from time to time by resolution at a General Meeting.
- (2) Each Member must pay the annual membership fee to the Treasurer by the first day of January each year or another date determined by the Committee from time to time.

- (3) A Member whose subscription is not paid within two (2) months after the due date ceases to be a Member unless the Committee determines otherwise.

Division 2 Rights of Members

14 General

- (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.
- (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.

15 Voting

- (1) Subject to subclause (2) and clause 20, each Member has one vote at General Meetings of the Association.
- (2) A Member is not eligible to vote until 28 days after his or her application has been accepted.

16 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.

17 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;
- (c) annual reports and annual financial reports.

18 Raising Grievances and Complaints

- (1) A Member may raise a grievance or complaint about a Committee Member, the Committee or another Member of the Association.
- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

19 Duties of members

- (1) Members of the Association are obliged to:
 - (a) observe and abide by the rules of this Constitution and any other rules, regulations or by-laws of the Association in force at any time;
 - (b) refrain from any action or inaction which is prejudicial or detrimental to the interests of the Association or the grey hound industry in the Northern Territory;
 - (c) act at all times consistently with and not against or contrary to the Objects and Purposes (rule 2) of the Association (as the context permits);
 - (d) comply at all times with the Compliance of Laws (rule 65) requirements of the Association;
 - (e) comply at all times with the Code of Conduct and any other rules, regulations or by-laws of the Association in force at any time; AND
 - (f) refrain from any action or inaction which is likely to bring the Association or the grey hound industry in the Northern Territory into disrepute.

Division 3 Termination, Death, Suspension and Expulsion

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 Committee Member;
- (b) non-payment of the annual membership fee within the time allowed under clause 13(3); or
- (c) expulsion in accordance with this Division.

21 Death of Member or Whereabouts Unknown

If a Member dies or the whereabouts of a Member are unknown, the Committee must cancel the Member's membership.

22 Suspension or Expulsion of Members

- (1) The Committee may suspend or expel a Member if the Committee considers that Member should be suspended or expelled because the Member has breached, in whole or in part, rule 19 of the Constitution.
- (2) If the Committee considers that a Member should be suspended or expelled because of any of the reasons listed in (1), the Committee must give notice of the proposed suspension or expulsion to the Member.

- (3) The notice must:
- (a) be in writing and include:
 - (i) the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct referred to in rule 22; and
 - (b) be given to the Member not less than 14 days before the date of the Committee meeting referred to in paragraph (a)(i).

referred to as 'the **Disciplinary Hearing**'.

- (4) In the event that a notice of charge is issued to a Member pursuant to clause 22(2), the Committee has the power to immediately suspend the Member from any or all privileges of membership until the charge is heard and determined following the Disciplinary Hearing. Notice of an immediate suspension imposed by the Board of Management on a Member must be notified in writing to that Member.
- (5) At the Disciplinary Hearing, the Committee must afford the Member a reasonable opportunity to be heard and must give due consideration to any written statement or submission submitted by the Member.
- (6) the Committee is entitled to determine the procedure for conducting the Disciplinary Hearing and subject to procedural fairness from whom the Committee hears evidence.
- (7) If the Member fails to attend the Disciplinary Hearing, the Committee may hear the particulars of the conduct and, on the evidence before it, make a decision as to the Member's guilt and, if found guilty, then make a separate decision as to what if any suspension or expulsion shall follow the decision. However, the Committee must have regard to any representations made to it in writing by the Member.
- (8) If the Member has attended the Disciplinary Hearing and found guilty of one or more of the charges contained in the rule 23 notice he or she must be given a further opportunity at the Disciplinary Hearing to address the Committee in relation to the penalty appropriate to the conduct of which he or she has been found guilty.
- (9) The Committee 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. The decision of the Committee will be that which the majority of the Committee agree on.
- (10) Subject to rule 23, the decision to suspend or expel a Member takes effect 14 days after the day on which notice of the decision is given by the Committee to the Member.

23 Appeals against Suspension or Expulsion

- (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 Committee's decision.
- (2) After filing a written application for an appeal to the Secretary, the Member facing suspension or expulsion has 7 days to provide any documentation supporting their application.
- (3) Upon receiving an application for an appeal by a Member facing suspension or expulsion, the Secretary must request the president of the Law Society of the Northern Territory to appoint an appropriately qualified person or persons to form an Appeals Board to hear and determine the merits of the Committee's decision.
- (4) The Member must be afforded a reasonable opportunity to be heard by the Appeals Board or to make representations in writing prior to the appeals hearing but the Appeals Board be entitled to determine the procedure for providing the Member an opportunity to be heard and what evidence and parties the Appeal Board hears evidence.
- (5) The Appeal Board must review the complaint and the evidence provided by the Committee and the Member facing suspension or expulsion, and make a decision:
 - (a) to affirm the decision;
 - (b) to set aside the decision;
 - (c) where the Appeal Board identifies a procedural deficiency in the decision, refer the decision back to the Committee to be reconsidered abiding by the principles addressed in the Appeal Board's decision; or
 - (d) that the Appeal Board considers is in substitution appropriate,with the decision of the Appeals Board representing the majority only of the Appeals Board (if more than one).
- (6) The decision of the Appeals Board is final and is not subject to any further right of appeal or review, except otherwise in accordance with law.
- (7) The Member is not suspended or does not cease to be a Member until the decision of the Committee to suspend or expel him or her is confirmed by the Appeals Board.

Part 4 Management Committee

Division 1 General

24 Role and Powers

- (1) The business of the Association must be managed by or under the direction of a Management Committee.
- (2) The Committee 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.
- (3) The Committee may appoint and remove staff.
- (4) The Committee may establish one or more subcommittees consisting of the Members of the Association the Committee considers appropriate.
- (5) The Committee shall have power at any time to make, alter or repeal such Rules as it may deem necessary or convenient for the proper conduct control and management of the Association and its activities provided that no Rule shall be inconsistent with or repugnant to anything contained in this Constitution and provided also that any such Rule or alteration or repeal may be set aside or varied by a resolution of a General Meeting of Members.

25 Composition of Committee

- (1) The membership shall at a General Meeting elect seven (7) people to the Management Committee and the Committee shall be appoint the following positions:
 - (a) a Chairperson;
 - (b) a Vice-Chairperson;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) three (3) members.
- (2) The Committee must appoint one (1) Committee Member to be the Association's public officer.
- (3) The Committee must appointment at least one (1) Committee Member that has industry recognised animal welfare experience including, by way of example:
 - (a) veterinarian experience;
 - (b) experience working for an animal welfare organisation.

(4) The Committee in appointing the positions of:

(a) a Secretary; and

(b) a Treasurer

must ensure that prior to an appointment the Member has adequately demonstrated to the Committee that the Member has the necessary skills to perform the duties of the office.

(5) In addition, the Committee must appoint up to three (3) skill based Members for a three (3) year period

(6) The Committee in appointing skill based Members must have regard to the skills of its existing Committee Members, finance, legal, governance and industry specific regulatory skills and experience, and any other skills necessary for the Association to achieve its objectives under clause 2.

(7) The skill based Members prior to their appointment to the Management Committee must be endorsed by the Minister.

(8) These skill based Members are not subject to clause 27(2)

(9) These skill based Members may, in accordance with clause 25(4), be appointed by the Management Committee to the following positions:

(a) a Secretary; or

(b) a Treasurer

if there are no appropriate appointments for those positions.

(10) The three (3) skill based Members may be remunerated for services rendered to the Association in their capacity as Committee Members at a rate to be determined from time to time by the Members of the Management Committee and endorsed annually by the Membership of the Association at a General Meeting.

26 Delegation

(1) The Committee may delegate to a subcommittee or staff any of its powers and functions other than:

(a) this power of delegation; or

(b) a duty imposed on the Committee by the Act or any other law.

(2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

(3) The Committee may, in writing, revoke wholly or in part the delegation.

Division 2 Tenure of Office

27 Eligibility of Committee Members

(1) A Committee Member must be a Member who is 18 years or over.

Committee Members must be elected to the Committee at General Meeting or appointed under clause 34.

(2) A Member is not eligible for appointment to the Management Committee for a period of at least three years where:

- (a) the Member is found guilty of a breach or non-observance of the Greyhound Rules; and
- (b) incurred a penalty of 20 penalty units or more; and/or
- (c) the breach resulted in disqualification from participating in grey hound racing or facing a suspension of 12 months or more.

28 Nominations for Election to Committee

(1) A Member is not eligible for election to the Committee unless the Secretary receives a written nomination for that Member by another Member not less than 7 days before the date of the next Annual General Meeting.

(2) The nomination must be signed by:

- (a) the nominator and a seconder; and
- (b) the nominee to signify his or her willingness to stand for election.

(3) A person 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.

29 Retirement of Committee Members

- (1) A Committee Member holds office for a period of two (2) years until the next General Meeting unless the Member vacates the office under clause 32 or is removed under clause 33.
- (2) The term of the Chairperson, Secretary and two (2) Members shall expire on alternative years to the Vice Chairperson, Treasurer and the remaining Member.
- (3) Subject to subclause (4), at a General Meeting the office of each Committee Member becomes vacant and elections for a new Committee must be held.
- (4) The Chairperson of the outgoing Committee must preside at a General Meeting until a new Member is elected as Chairperson.
- (5) Members may serve consecutive terms on the Committee.

30 Election by Default

- (1) If the number of persons nominated for election to the Committee under clause 28 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as Members of the Committee at a General Meeting.
- (2) If vacancies remain on the Committee after the declaration under subclause (1), additional nominations of Committee Members may be accepted from the floor of a General Meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to be duly elected as Members of the Committee.
- (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 34.

31 Election by Ballot

- (1) If the number of nominations exceeds the number of vacancies on the Committee, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a General Meeting.
- (3) The Members chosen by ballot must be declared by the Chairperson to be duly elected as Members of the Committee.

32 Vacating Office

The office of a Committee Member becomes vacant if:

- (a) the Member:
 - (i) is disqualified from being a Committee Member under section 30 or 40 of the Act;
 - (ii) resigns by giving written notice to the Committee;
 - (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;
- (b) the Member is absent from more than:
 - (i) three (3) consecutive Committee meetings; or
 - (ii) three (3) Committee meetings in the same financial year without tendering an apology to the Chairperson;
 - (iii) of which meetings the Member received notice and the
 - (iv) Committee has resolved to declare the office vacant; or

33 Removal of Committee Member

- (1) The Association, through a Special General Meeting of Members, may remove any Committee Member before the Member's term of office ends.
- (2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

34 Filling Casual Vacancy on Committee

- (1) If a vacancy remains on the Committee after the application of clause 30 or if the office of a Committee Member becomes vacant under clause 32, the Committee may appoint any Member of the Association to fill that vacancy.
- (2) 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.

Division 3 Duties of Committee Members

35 Collective Responsibility of Committee

- (1) As soon as practicable after being elected to the Committee, each Committee Member must become familiar with the Act and regulations made under the Act.
- (2) The Committee is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

36 Chairperson and Vice-Chairperson

- (1) Subject to subclauses (2) and (3), the Chairperson must preside at all General Meetings and Committee meetings.
- (2) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.
- (3) If the Chairperson and the Vice-Chairperson 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 Committee Member elected by the other Committee Members present if it is a Committee meeting.

37 Secretary

The Secretary must:

- (a) coordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of General Meetings and of Committee 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 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

- (1) The Treasurer must:
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (b) pay all moneys received into the account of the Association within 5 working days after receipt;

- (c) make any payments authorised by the Committee or by a General Meeting of the Association from the Association's funds; and
 - (d) ensure all transaction (by cheque or electronically) are authorised by him or her and at least one other Committee Member, or by any 2 other Committee Members authorised by the Committee.
- (2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
 - (3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.
 - (4) If directed to do so by the Chairperson, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
 - (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.
 - (6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

39 Public Officer

- (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.
- (2) The public officer must keep a current copy of the Constitution of the Association.

Part 5 Meetings of Management Committee

40 Frequency and Calling of Meetings

- (1) The Committee must meet together for the conduct of business not less than eight (8) times in each financial year.
- (2) The Chairperson, or at least half the Committee Members, may at any time convene a special meeting of the Committee.
- (3) A special meeting may be convened to deal with an appeal under clause 23.

41 Voting and Decision Making

- (1) Each Committee Member present at the meeting has a deliberative vote.

- (2) A question arising at a Committee meeting must be decided by a majority of votes.
- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

42 Quorum

For a committee meeting, one-half of the Committee Members constitutes a quorum.

43 Procedure and Order of Business

- (1) The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.
- (2) The order of business may be determined by the Members present at the meeting.
- (3) Only the business for which the meeting is convened may be considered at a special meeting.

44 Disclosure of Interest

- (1) A Committee Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association they must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The Chairperson must ensure a Committee Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

Part 6 General Meetings

45 Convening General Meetings

- (1) The Association must hold its first General Meeting within 18 months after its incorporation.
- (2) The Association must hold all subsequent General Meetings within five (5) months after the end of the Association's financial year.
- (3) The Committee:
 - (a) may at any time convene a Special General Meeting;

- (b) must, within 30 days after the Secretary receives a notice under clause 23(1), convene a Special General Meeting to deal with the appeal to which the notice relates; and
- (c) must, within 21 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

- (1) Half the number of Members constituting a quorum for a General Meeting may make a written request to the Committee for a Special General Meeting.
- (2) The request must:
 - (a) state the purpose of the Special General Meeting; and
 - (b) be signed by the Members making the request.
- (3) If the Committee fails to convene a Special General Meeting within the time allowed:
 - (a) for clause 45(3)(b) – the appeal against the decision of the Committee is upheld; and
 - (b) for clause 45(3)(c) – the Members who made the request may convene a Special General Meeting as if they were the Committee.
- (4) If a Special General Meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the Special General Meeting.
- (5) The Secretary must give to all Members not less than 21 days notice of a Special General Meeting.
- (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

- (1) The Secretary must give to all Members not less than twenty one (21) days' notice of a General Meeting.
- (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.

- (3) The order of business for each General Meeting is as follows:
 - (a) first – the consideration of the accounts and reports of the Committee;
 - (b) second – the election of new Committee Members;
 - (c) third – any other business requiring consideration by the Association at the meeting.

48 Special Resolutions

- (1) A Special Resolution may be moved at any General Meeting of the Association.
- (2) The Secretary must give all Members not less than twenty one (21) days' notice of the meeting at which a Special Resolution is to be proposed.
- (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

- (1) The Secretary must give a notice under this Part by:
 - (a) serving it on a Member personally,
 - (b) sending it by post to a Member at the address of the Member appearing in the Register of Members; or
 - (c) sending a notice using social media or email .
- (2) If a notice is sent by post under subclause (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 General Meeting, fifteen (15) Members present in person constitutes a quorum.

51 Lack of Quorum

- (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 a General Meeting or Special General Meeting convened under clause 45(3)(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(3)(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(3)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by subclause (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.
- (3) The Chairperson 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.
- (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.
- (5) If a General Meeting is adjourned for a period of thirty (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

- (1) Subject to clauses 15(2) and 20, each Member present in person at a General Meeting is entitled to a deliberative vote.
- (2) At a General Meeting:
 - (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - (b) a Special Resolution put to the vote is passed if three-quarters of the Members who are present in person or by proxy vote in favour of the resolution.
- (3) A poll may be demanded by the Chairperson or by 3 or more Members present in person or by proxy.
- (4) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

53 Meetings by Technology

Each Member consents to the use of each of the following technologies for holding any General meeting:

- (a) video conferencing;
- (b) telephone;
- (c) any other technology which permits each Member to communicate with every other Member; or

- (d) any combination of these technologies or any future technologies that the Committee determine by ordinary resolution to be an appropriate means for the holding of a General Meeting or a Management Committee Meeting.

Where the Members are not all in attendance at one place and are holding a General Meeting using technology and each Member can communicate with the other Members:

- (a) The participating Members are, for the purpose of every clause of this Constitution concerning the meetings of the Members, taken to be assembled together at a General Meeting and to be present at that General Meeting; and
- (b) All proceedings of those Members conducted in that manner are as valid and effective as if conducted at a General Meeting at which all of them were physically present in the one location.

Part 7 Financial management

54 Financial Year

The financial year of the Association is the period of 12 months ending on 30 June.

55 Funds and Accounts

- (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.
- (2) Subject to any restrictions imposed by the Association at a General Meeting, the Committee may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) Committee Members.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than five (5) working days after receipt or as soon as practicable after that day.
- (5) With the approval of the Committee, 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 Committee 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.

Part 8 Grievance and Disputes

57 Grievance and Disputes Procedures

- (1) This clause applies to disputes between a Member and another Member.
- (2) Any Member who makes a complaint to the Committee regarding the conduct of another Member must be made aware of the Grievance and Dispute Procedure outlined in this clause 57.
- (3) Where a complaint is brought to the Committee, and that complaint is made against a Member of the Committee, that Member is to be strictly excluded from any involvement in resolving the dispute.
- (4) Within fourteen (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.
- (5) 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 ten (10) days after the meeting, hold another meeting in the presence of a mediator.
- (6) The mediator must be:
 - (a) A person chosen by agreement between the parties
 - (b) In the absence of agreement, a sub-committee assembled by the Committee.
- (7) Any person appointed by the Committee to form part of the sub-committee mediating the dispute may be a Member or former Member of the Association but in any case must not be a person who -
 - (a) has a personal interest in the dispute; or
 - (b) is biased, or in whom rests a perception of bias, in favour of or against any party.
- (8) The mediator cannot be a party to the dispute
- (9) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation
- (10) 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
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process
- (11) The mediator must not determine the dispute
- (12) 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 Grievance and Disputes Procedures - Committee and Member

- (1) This clause applies to disputes between a Member and the Committee.
- (2) Any Member who makes a complaint to the Committee regarding the conduct of the Committee must be made aware of the Grievance and Dispute Procedure outlined in this clause 58.
- (3) Within fourteen (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.
- (4) 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 ten (10) days after the meeting, hold another meeting in the presence of a mediator.
- (5) The mediator must be:
- (a) a person chosen by agreement between the parties
 - (b) in the absence of agreement, a person chosen by the President of the Law Society of the Northern Territory.
- (6) The mediator may be a Member or former Member of the Association but in any case must not be a person who -
- (a) has a personal interest in the dispute; or
 - (b) is biased, or in whom rests a perception of bias, in favour of or against any party.
- (7) The mediator cannot be a party to the dispute

- (8) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation
- (9) 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
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process
- (10) The mediator must not determine the dispute
- (11) 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.

59 Indemnity

- (1) To the extent permitted by law, every Member of the Committee and every Member shall be indemnified out of the assets of the Association against, and the Committee shall pay out of such funds and assets, all costs, losses and expenses which any Member of the Committee or Member may incur or become liable to pay by any reason of any contract entered into or any act of thing done in its capacity as a Committee Member or Member in discharging such duties while acting in accordance with the instructions of the Committee or the Association. This clause 59 shall not apply if the liability results from or arises out of fraud by or wilful default of such Committee Member or Member.
- (2) No Member of the Committee shall be liable for the acts, receipts, deeds, neglects or defaults of any other Member of the Committee but only for the Member's own acts, receipts, deeds, neglects or defaults alone.

Part 9 Miscellaneous

60 Notice Requirements

- (1) Any notice, demand, approval, consent or other communication under this Constitution (Notice) must be in writing and must be delivered:
 - (a) personally;
 - (b) by prepaid registered post;
 - (c) sent by email to a current email address for notices; or
 - (d) by any other form of communication that the Committee determine by ordinary resolution to be an appropriate means for the service of notice.

61 When Notices Considered Given and Received

A Notice given in accordance with clause 60 takes effect when received (or such later time as specified in it), and is taken to be received:

- (a) if hand delivered, on delivery;
- (b) if sent by prepaid post, two (2) business days after the date of posting (or five (5) business days after the date of posting if posted to or from outside Australia);
- (c) if sent by email, when the information system from which the email was sent produces a confirmation of delivery report which indicates that the email has entered the information system of the recipient, unless the sender receives a delivery failure notification, indicating that the email has not been delivered to the information system of the recipient; or
- (d) if sent by any other form of communication, the period in which the Members determine by ordinary resolution to be a reasonable period of time for the service of notice by that means,

but if the delivery, receipt or transmission is not on a business day or is after 5.00 pm on a business day, the Notice is taken to be received at 9.00 am on the business day after that delivery, receipt or transmission.

62 Common Seal

- (1) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Secretary.
- (2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
 - (a) the Chairperson;
 - (b) the Secretary;
 - (c) the Treasurer.
- (3) The common seal of the Association must be kept in the custody of the Secretary or another person the Committee from time to time decides.

63 Distribution of Surplus Assets on Winding Up

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the Members or former Members.
- (2) The surplus assets must be given or transferred to another association incorporated under the Act that:

- (a) has similar objects or purposes;
- (b) is not carried on for profit or gain to its individual Members; and
- (c) is determined by resolution of the Members.