

APPENDIX D

M.H.A.C.A. CONSTITUTION

MENTAL HEALTH ASSOCIATION OF CENTRAL AUSTRALIA INC.

CONSTITUTION

1. **NAME**

The name of the association shall be the Mental Health Association of Central Australia Incorporated (hereinafter called "the association").

2. **OBJECTS AND PURPOSES**

The basic objects of the association are:

- (a) To promote community awareness and understanding of mental health and illness.
- (b) To provide a voice to government and service providers for people who experience a mental illness, their families, friends and carers.
- (c) To develop and maintain support services and programs that complement those provided by government for people who experience mental illness aiming at their integration in the community.
- (d) To maintain a range of accommodation and associated support services that complement those provided by government and enhance independent living for people who experience mental illness.
- (e) To improve existing government and community services working with people who experience mental illness.
- (f) To develop partnerships with government agencies and community organisations that provide services to people who experience mental illness.
- (g) To develop links with similar organisations in other regional centres.
- (h) To review mental health legislation and lobby for appropriate reforms that reflect the views and needs of participants, their families, friends and carers.
- (i) To promote mental health in the local community.
- (j) To provide services, carry out its objects and exercise its powers in the Central Australian region including the Barkly region.

3. **POWERS**

In pursuit of the basic objects of the association the powers of the association shall be deemed to include:

- (a) opening and operating of accounts with Financial Institutions;
- (b) appointment of agents to transact business on its behalf;
- (c) purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for the objects or purposes of the association;
- (d) construction, maintenance, and alteration of buildings or works necessary or convenient for the objects or purposes of the association;
- (e) accepting any gift, whether or not subject to a special trust, for any one or more of the objects or purposes of the association;
- (f) taking steps to procure contributions to the funds of the association, whether by way of donation, subscriptions, or otherwise;
- (g) printing and publishing of such newspapers, periodicals, books, leaflets, or other documents for the promotion of the objects and purposes of the association;
- (h) borrowing and raising 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 over all or any of the real or personal property of the association;
- (i) investment of any moneys 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;
- (j) making gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which Subdivision 30-A and 30-B of the *Income Tax Assessment Act 1997* (Cth), as amended, relates;
- (k) establishment and support or aiding in the establishment or support, of any other association formed for any of the basic objects of the association;
- (l) doing 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 this clause 3;

(m) the powers of the association shall be exercised subject to this constitution and the Act, and such other legislation as may be relevant.

4. **MINIMUM NUMBER OF MEMBERS**

The association shall have no less than fifteen (15) registered members at all times

5. **DEFINITIONS**

(1) In this constitution, unless the contrary intention appears:

"Act" means the *Associations Act 2003* (NT) and includes any regulations made under that Act from time to time.

"Board" means the board of governance of the association.

"Board Member" means a member of the Board, comprised of those persons described in clause 18(1).

"Chair" means the Board Member holding office as chair of the association.

"Chief Executive Officer" means the person appointed as chief executive officer and public officer of the association in accordance with clause 23.

"clause" means a clause of this Constitution, and sub-clause has a corresponding meaning.

"Deputy Chair" means the Board Member holding office as deputy chair of the association.

"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 clauses 26 to 28 of this Constitution.

"gift fund" has the meaning given in Division 30 of the Tax Act.

"Life Member" means a person appointed as a Life Member in accordance with clause 9 and who has not ceased to be a Life Member.

"member" means a member of the association .

"officer" means a person described in clause 17(1).

"Ordinary Board Member" means Board Member described in clause 18(1)(b) or (c).

"register of members" means the register of the association's members established and maintained in accordance with section 34 of the Act.

"special resolution" means a resolution passed in accordance with section 37 of the Act.

"Tax Act" means the *Income Tax Assessment Act 1997* (Cth).

"Treasurer" means the Board Member holding office as the treasurer of the association.

- (2) In this constitution, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, emailing, lithography, photography, and any other modes of representing or reproducing words in a visible form.
- (3) Words or expressions contained in this constitution shall be interpreted in accordance with the provisions of the *Interpretation Act 1978* (NT).

6. **INCONSISTENCY**

In case of any inconsistency between this constitution and the Act, the Act prevails.

7. **REGISTER OF MEMBERS**

- (1) The association must maintain an up to date register of members which includes:
 - (a) the full name and address of each member; and
 - (b) the date on which that person became a member.
- (2) If a member ceases to be a member, the date of ceasing to be a member must be recorded.
- (3) The register of members shall be available for inspection by members at all reasonable times.

8. **MEMBERSHIP OF ASSOCIATION**

- (1) The association shall consist of members.
- (2) A person who:
 - (a) resides in Central Australia;
 - (b) has attained the age of 18 years; and

- (c) subscribes to the objects of the association,
is eligible to apply to become a member of the association.
- (3) A person who is a paid employee of the association is not eligible to be a member of the association.
- (4) A person who wants to become a member must apply in writing to the association using the prescribed form.
- (5) The association shall ensure the Board is notified of any new application by a person to become a member prior to each Board meeting.
- (6) The Board, or a representative or sub-committee appointed or established by the Board, must consider each application for membership and decide whether to accept or reject the application. The Board may, in its absolute discretion, accept or reject an application for membership.
- (7) A person who applies to become a member becomes a member when:
- (a) the Board accepts the application; and
 - (b) the applicant pays the annual membership fee (if any) payable to the association under clause 10.
- (8) The Board must procure that an applicant is notified of the Board's decision to accept or reject the application as soon as practicable after making the decision, but is not required to give the applicant its reasons for doing so.
- (9) Each member has one vote at general meetings of the association.
- (10) A right, privilege, or obligation of a person by virtue of their membership of the association is not capable of being transferred or transmitted to another person.
- (11) Members shall not be liable to contribute towards the liabilities of the association in the event of winding up.

9. **LIFE MEMBERS**

- (1) The Board may from time to time, and in its absolute discretion, nominate a person to become a Life Member in recognition of their ongoing commitment and contributions to the work of the association.
- (2) A person nominated under sub-clause (1) becomes a Life Member if the nomination is approved at the following Annual General Meeting after such nomination.

- (3) A Life Member is a member of the association, and has all of the same rights and privileges as any other member.
- (4) No annual membership fee is payable by Life Members.
- (5) Clauses 11(2) and 11(3) do not apply to a Life Member.

10. **ANNUAL MEMBERSHIP FEES**

- (1) The annual membership fee (if any) may be determined from time to time by resolution at a general meeting and covers the 12 months of a financial year; any annual membership fee will be due on 1st July of each year and payable within the first three months of the financial year.
- (2) If a person who has ceased to be a member under clause 11(2) offers to pay the annual membership fee (if any) after the period referred to in clause 10(1) has expired:
 - (a) the Board may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

11. **TERMINATION OF MEMBERSHIP**

A person ceases to be a member when any of the following takes place:

- (1) the member resigns in accordance with clause 12;
- (2) the member fails to pay the annual membership fee (if any) within the time allowed under clause 10;
- (3) the member fails to return a completed membership renewal form to the association by the later of:
 - (a) 1 October 2023;
 - (b) 1 October in the year that is two years after the member last returned a completed application form or membership renewal form (as applicable) to the association;
- (4) the member dies, ceases to be a resident of Central Australia or is unable to be located by the association;
- (5) the member is suspended or expelled in accordance with clause 13.

12. **RESIGNATION**

- (1) A member may resign from membership by giving the association written notice of their resignation.

- (2) Resignation under clause 12(1) takes effect:
 - (a) when the notice is received by the association; or
 - (b) if a later time is stated in the notice, at that later time.

13. **SUSPENSION OR EXPULSION OF MEMBERS**

- (1) If the Board considers that a member should be suspended or expelled because their conduct is detrimental to the interests of the association, the Board must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must:
 - (a) be in writing;
 - (b) include the time, date and place of the Board meeting at which the question as to whether or not to suspend or expel the member will be decided;
 - (c) include the particulars of the conduct giving rise to the proposed suspension or expulsion; and
 - (d) be given to the member not less than 30 days before the date of the relevant Board meeting.
- (3) At the Board meeting referred to in sub-clause (2)(b), the Board must:
 - (a) give the member (or the member's representative) a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
 - (b) give due consideration to any submissions so made; and
 - (c) decide either (as applicable):
 - (i) whether to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; and
 - (ii) whether to expel the member from the association.
- (4) The Board must notify the member in writing of its decision as to whether or not to suspend or expel the member (as applicable) and the reasons for that decision.
- (5) 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.

- (6) A member who is suspended or expelled has a right of appeal against the suspension or expulsion by giving notice to the association by post or email within 14 days after receipt of the Board's decision.
- (7) 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.
- (8) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Board to suspend or expel the member.
- (9) In the case of such an appeal, the member is not suspended or expelled until the decision of the Board is confirmed by a resolution of the members.
- (10) If the member suspended is a Board Member, and such a suspension covers a period of more than three meetings, the Board may appoint a replacement member until the suspension ceases or the next following annual general meeting.

14. **CONSEQUENCES OF SUSPENSION**

- (1) During the period in which a member's membership is suspended, the member:
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for any annual membership fee paid, or payable, to the association.
- (2) When a member's membership is suspended, the register of members must be updated to record:
 - (a) that the member's membership is suspended;
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the register of members must be updated to record that the member's membership is no longer suspended.

15. **POWERS OF THE BOARD**

- (1) The affairs of the association shall be managed by the Board.

- (2) The Board:
 - (a) shall oversee the business and affairs of the association;
 - (b) may, subject to the Act and this Constitution, exercise all such powers and functions as may be exercised by the association other than those powers and functions that are required by the Act or this Constitution to be exercised by general meetings of members of the association; and
 - (c) subject to the Act and this Constitution, has power to perform all such acts and things as appears to the Board to be essential for the proper management of the business and affairs of the association.

16. **SUB-COMMITTEES AND EMERGENCY BOARD**

- (1) Subject to sub-clause (2), the Board may at any time:
 - (a) appoint or establish one or more sub-committees; and
 - (b) delegate to any such sub-committee such powers, duties and functions of the Board as determined by the Board.
- (2) The Board may not delegate:
 - (a) its power of delegation; or
 - (b) any duty imposed on the Board by the Act or any other law.
- (3) A person may be appointed to a sub-committee under sub-clause (1) whether or not that person is a member (but a person so appointed is not entitled to vote at a meeting of members).
- (4) A power, duty or function delegated under sub-clause (1):
 - (a) may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies; and
 - (b) may only be exercised or performed by the sub-committee in accordance with the terms of the delegation.
- (5) To avoid doubt:
 - (a) any act or thing done by a sub-committee under (and in accordance with) delegation has the same force and effect as if it had been done by the Board;
 - (b) any delegation under this clause 16 does not prevent the Board from exercising or performing at any time the power, duty or function so delegated; and

- (c) the Board may, at any time, amend or revoke any delegation
- (6) A sub-committee shall appoint one of its members as a convener, who shall be responsible for calling meetings of the sub-committee and reporting to the Board on the activities of the sub-committee.
- (7) The Chair, the Deputy Chair, the Treasurer, and one other Board Member elected by the Board for that purpose shall constitute an emergency board which may issue instructions to the public officer and the employees of the association in matters of urgency connected with the management of the affairs of the association during the intervals between meetings of the Board, and where any such instructions are issued shall report thereon to the next meeting of the Board.

17. **OFFICERS OF THE ASSOCIATION – THE EXECUTIVE**

- (1) The officers of the association shall be:
 - (a) a Chair;
 - (b) a Deputy Chair; and
 - (c) a Treasurer.
- (2) Each officer of the association shall, subject to this Constitution, hold office until the annual general meeting after the date of their election (or last re-election), but is eligible for re-election at that annual general meeting;
- (3) In the event of a casual vacancy in any office mentioned in sub-clause 17(1), the Board may appoint a member of the association to the vacant office (including an existing Ordinary Board Member), and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of their appointment.
- (4) A person must not hold two or more of the offices referred to in sub-clause (1) at the same time.

18. **THE BOARD**

- (1) The Board shall consist of:
 - (a) each officer of the association referred to in clause 17(1);
 - (b) at least two Ordinary Board Members with a lived experience of recovery; and
 - (c) at least four Ordinary Board Members selected among the general membership of the association for their interest in the

advancement of mental health issues and their specific skills and insights.

- (2) Each Ordinary Board Member shall, subject to this Constitution, hold office until the annual general meeting after the date of their election (or last re-election), but is eligible for re-election at that annual general meeting.
- (3) In the event of a casual vacancy occurring in the office of Ordinary Board Member, the Board may appoint a member of the association (who is eligible to be an Ordinary Board Member) to fill the vacancy, and the member so appointed shall hold office, subject to this Constitution, until the annual general meeting next following the date of their appointment.
- (4) The Board may from time to time determine the maximum number of directors to comprise the Board.

19. **INCOME AND PROPERTY OF ASSOCIATION**

- (1) The income and property of the association, however derived, shall be applied solely towards the promotion of the objects and purposes of the association and no portion thereof shall be paid or otherwise distributed, directly or indirectly, by dividend, bonus, or otherwise, to any member of the association.
- (2) The association shall not:
 - (a) appoint a person who is a member of the Board to any position in the association where any remuneration is payable by way of salary, fees, or allowances; or
 - (b) pay to any such person any remuneration or other benefit in money or equivalent benefit (other than the repayment of out-of-pocket expenses).
- (3) Nothing in the foregoing provisions of this clause prevents the payment in good faith of:
 - (a) remuneration in return for services actually rendered to the association by the employee or member, or for goods supplied to the association by the employee or member, in the ordinary course of business;
 - (b) interest at current bank overdraft rate on money lent;
 - (c) a responsible and proper sum by way of rent for premises let to the association by the employee or member; or

(d) the reimbursement of reasonable out-of-pocket expenses properly incurred on behalf of the association,

to either:

(e) an employee or member of the association; or

(f) a person who is not an employee, member of the association or member of the Board, but who is an "officer" of the association for the purposes of section 4 of Part 1 of the Act.

20. **ACCOUNTS OF RECEIPTS, EXPENDITURE, ETC.**

(1) True accounts shall be kept:

(a) of all sums of money received and expended by the association and the matter in respect of which the receipt or expenditure takes place; and

(b) of the property, credits, and liabilities of the association,

and subject to any responsible restrictions as to time and manner of inspecting them that may be imposed by the association for the time being, these accounts shall be open to the inspection of the members of the association. Such accounts may be kept electronically using such financial software as has been approved by the Board.

(2) The Treasurer shall ensure that all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the association are faithfully kept in such form and manner as the Board may direct.

(3) The accounts, books, and records referred to in sub-clauses (1) and (2) of this clause 20 shall be kept at the association's office or at such other place as the Board may decide.

(4) The association shall at all times maintain one or more gift funds if required to do so under section 30-130 of the Tax Act.

21. **FINANCIAL MANAGEMENT.**

(1) The Board shall have the overall responsibility for overseeing the financial affairs of the association, and may delegate the day-to-day financial operations to designated staff.

(2) The treasurer of the association shall ensure that such financial records are kept in a current state and that reports on the financial affairs of the association are presented in a prescribed format to the Board on a quarterly basis.

- (3) The association shall maintain a bank account into which all receivables are paid and out of which all payments are made. The bank account shall be set up in such manner that any expenditure must be approved by two signatories in accordance with sub-clauses (5) and (6).
- (4) The signatories to the association's bank account, for both written and electronic banking purposes, comprise:
 - (a) the Chief Executive Officer;
 - (b) each senior manager of the association;
 - (c) the treasurer; and
 - (d) each Board Member.
- (5) Expenditure within the approved delegation schedule may be approved by any two of the signatories referred to in sub-clause (4).
- (6) With the exception of payroll (which, for the avoidance of doubt, includes employee entitlements, workers' compensation insurance premiums and superannuation contributions) which may be authorised by any two of the signatories referred to in sub-clause (4), all expenditure outside of the approved delegation schedule must be authorised by two signatories referred to in sub-clause (4) with the proviso that one is a Board Member.

All delegations under sub-clause 16(1) are to be included in the association's approved schedule of delegations, maintained and amended by the Board from time to time.

22. **AUDITOR**

- (1) The association must appoint a suitably qualified person/firm, who is not a member of the association or the public officer of the association, to act as auditor of the association.
- (2) The auditor of the association may be appointed:
 - (a) by the members in general meeting from time to time; or
 - (b) in the case of a casual vacancy in the office of auditor of the association only, by the Board.
- (3) A resolution to appoint the auditor of the association must be put to the members of the association by no later than:
 - (a) where the incumbent auditor was last appointed by members pursuant to sub-clause (2)(a), the third annual general meeting following such appointment; and

- (b) where the incumbent auditor was last appointed by the Board pursuant to sub-clause (2)(b), the next annual general meeting of the association following such appointment.
- (4) If the resolution under sub-clause (3) is for a new person to replace the incumbent auditor as auditor of the association:
 - (a) if the resolution is passed, the members will be taken to have approved the removal of the incumbent auditor for the purposes of sub-clause (6); and
 - (b) if the resolution is not passed, the incumbent auditor will remain as auditor of the association until removed pursuant to sub-clause (6).
- (5) If the resolution under sub-clause (3) is for the incumbent auditor to be appointed auditor of the association:
 - (a) if the resolution is passed, the incumbent auditor will remain as the auditor of the association until removed pursuant to sub-clause (6); and
 - (b) if the resolution is not passed, the members will be taken to have approved the removal of the incumbent auditor for the purposes of sub-clause (6).
- (6) Unless otherwise permitted by the Act, the auditor of the association may only be removed:
 - (a) by resolution of the members of the association in general meeting; or
 - (b) on the application of the auditor, with the approval of the Commissioner.
- (7) If a vacancy occurs in the office of auditor , the Board must appoint a suitable person/firm as the auditor of the association within 14 days of the vacancy occurring.
- (8) If an auditor is removed under sub-clause (6), the Board must, within 14 days after such removal, notify the Commissioner in the approved form of the appointment of a replacement auditor.

23. **CHIEF EXECUTIVE OFFICER AND PUBLIC OFFICER**

- (1) The Board may from time to time appoint a person to act as Chief Executive Officer of the association, provided the person has consented to act as Chief Executive Officer. The Chief Executive Officer may be, but need not be, also the public officer of the association.

- (2) The Chief Executive Officer is an employee of the association, and is entitled to such remuneration as determined by the Board from time to time. The roles and responsibilities of the Chief Executive Officer will be as determined by the Board from time to time.
- (3) Unless otherwise determined by the Board from time to time, the Chief Executive Officer is entitled to receive notice of and attend each general meeting of the association and each meeting of the Board. The Chief Executive Officer is not entitled to vote at any general meeting of the association or meeting of the Board.
- (4) The Board may from time to time appoint a person to act as the public officer of the association, provided the person has consented to act as public officer.
- (5) A person may only be appointed as public officer under sub-clause (4) if they are resident in Central Australia.
- (6) If a casual vacancy occurs in the office of public officer, the Board must within 14 days appoint a person as the public officer.
- (7) The office of public officer will become vacant if the person holding the office:
 - (a) dies;
 - (b) becomes bankrupt, applies to take the benefit of a law for the relief of bankrupt or insolvent debtors or compounds with his or her creditors;
 - (c) becomes of unsound mind;
 - (d) resigns;
 - (e) is removed by resolution of members;
 - (f) ceases to be resident in the Northern Territory; or
 - (g) is or becomes ineligible to be an "officer" under section 30 or section 40 of the Act.
- (8) To avoid doubt:
 - (a) the Chief Executive Officer is not a Board Member; and
 - (b) the public officer is not a Board Member, unless the person is a person described in clause 18(1).

24. **FINANCIAL YEAR**

The financial year of the association is the period beginning on July 1st in each year and ending June 30th next following.

25. **AUDIT OF ACCOUNTS**

- (1) The association must procure that the accounts of the association are audited in accordance with the requirements of the Act as they apply to the association from time to time.
- (2) The treasurer of the association shall ensure a list of all the accounts; books and records of the association are available to the auditor.
- (3) The auditor:
 - (a) has a right of access to the accounts, books, records, vouchers, and documents of the association;
 - (b) may require from the employees of the association such information and explanations as may be necessary for the performance of their duties as auditor;
 - (c) may employ persons to assist them in investigating the accounts of the association; and
 - (d) may, in relation to the accounts of the association, examine any member of the Board or any employee of the association.

26. **ANNUAL GENERAL MEETING**

- (1) The association shall hold an annual general meeting each year.
- (2) The annual general meeting shall be held on such day being not later than FIVE months after the close of the financial year of the association, as the Board may determine.
- (3) The business to be conducted at the annual general meeting shall be specified as such in the notice convening it.
- (4) Without limiting sub-clause (3), the ordinary business of the annual general meeting shall be:
 - (a) to confirm the minutes of the preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to consider the documents required by section 43 of the Act to be presented to members at the meeting;
 - (c) to elect the officers of the association and the Ordinary Board Members; and

- (d) to appoint the auditor from time to time in accordance with clause 22.

27. **SPECIAL GENERAL MEETING**

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Board shall, on the request in writing of not less than ten members, convene a special general meeting of the association.
- (3) A written request for a special general meeting under sub-clause (2) shall be signed by all the members requesting a special general meeting and state the objects of the meeting and be delivered or sent to the Chair, who must notify the Board of the written request within a reasonable time after it is delivered or sent.
- (4) If the Board does not respond to the request for the special general meeting within fourteen days from the date on which the request was made, and convene the meeting in accordance with clause 28 of this Constitution, then any three of those who requested the meeting may convene the meeting; but any meeting so convened shall be held not more than three months from the date of the original request.
- (5) A special general meeting convened under sub-clause (4) of this clause shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board, and all responsible expenses incurred in convening the meeting shall be refunded by the association to the persons incurring them.

28. **NOTICE OF GENERAL MEETINGS**

- (1) The public officer of the association shall, at least twenty-one days before the date fixed for holding a general meeting of the association cause a notice of such meeting to be sent to members and posted on the website of the association specifying:
 - (a) the place, day, and time for the holding of the meeting, and
 - (b) the nature of the business to be transacted at that meeting including any notice of intention to propose a special resolution.

29. **BUSINESS AND QUORUM AT GENERAL MEETING**

- (1) All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of that referred to in this Constitution as being the ordinary

business of the annual general meeting, shall be deemed to be special resolutions.

- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- (3) Twelve members personally present, or one-third of the current members of the association, whichever is lesser, constitute a quorum for the transaction of the business of a general meeting.
- (4) If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened upon the request of members, shall be dissolved; and
 - (b) in any other case, shall stand adjourned to the same day in the next week, at the same time, at the same place, (unless another time/place is specified by the chair of the meeting at the time of the adjournment or by written notice to the members given before the day to which the meeting is adjourned).
- (5) If a quorum is not present at a meeting adjourned under sub-clause (4)(b) within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

30. **CHAIR TO PRESIDE AT GENERAL MEETINGS**

- (1) The Chair shall preside as chair of the meeting at all general meetings of the association but, if the Chair is not present or does not wish to act as chair of a general meeting, subject to sub-clause (2), the Deputy Chair will chair the meeting.
- (2) If the Chair is not present or does not wish to act as chair of a general meeting, and the Deputy Chair is not present or does not wish to act as chair of the meeting, the members present at the meeting may elect a member present at that meeting to act as chair of the meeting.

31. **ADJOURNMENT OF GENERAL MEETINGS**

- (1) The chair of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to another time and place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Except as provided in the foregoing provisions of this clause, it is not necessary to give any further notice of an adjourned meeting.

32. **DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS**

- (1) A question arising at a general meeting of the association shall be determined on a show of hands, unless before, or on the declaration of, the result of the show hands, a poll is demanded.
- (2) A declaration by the chair of the meeting that a resolution has been carried on show of hands; and an entry to that effect in the minutes of the association is evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against that resolution.
- (3) If at a meeting a poll on any question is demanded it shall be taken at that meeting in such manner as the chair of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

33. **VOTES**

- (1) Upon any question arising at a general meeting of the association, each member of the association has one vote only.
- (2) At a general meeting of the association the chair of the meeting may exercise a deliberative vote only. In the event of an equality of votes the question shall be resolved in the negative.

34. **ELECTION OF MEMBERS OF THE BOARD**

- (1) A member is not eligible to be a Board Member unless the association has received a written nomination for that person not less than 24 hours before the date of the next annual general meeting. The Board may, in its absolute discretion, waive or lower this notice period from time to time.
- (2) Board Members must be members of the association, and any nomination of a person to be an officer of the association or an Ordinary Board Member (whether proposed by the person or a member of the association) must be seconded by an additional member of the association.
- (3) Notwithstanding anything to the contrary, a person nominated to be an officer of the association or an Ordinary Board Member may only be appointed if they have consented to such role.
- (4) If the number of nominations received is equal to or does not exceed the number of vacancies to be filled, the chair of the meeting shall declare those persons nominated to be elected as Board Members.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

- (6) The election of officers of the association and Ordinary Board Members at the annual general meeting under sub-clause (5) shall be conducted by secret written ballot.

35. **RESIGNATION AND REMOVAL OF BOARD MEMBERS**

For the purposes of this Constitution, the office of an officer of the association or an Ordinary Board Member becomes vacant if the person:

- (1) fails, without leave granted by the Board, to attend three consecutive meetings of the Board (of which the person has received notice in accordance with the requirements of this Constitution);
- (2) ceases to be a member of the association;
- (3) is or becomes ineligible to be an "officer" under section 30 or section 40 of the Act; or
- (4) resigns from the Board (or, in the case of an officer, from their position), but does not resign from membership of the association.

36. **MEETINGS OF THE BOARD**

- (1) The Board shall meet at least eight times each year in such place and at such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the Chair, or any three Board Members.
- (3) Notice of a meeting of the Board (including any special Board meeting) shall be given to Board Members at least 48 hours prior to the meeting, unless the notice period is waived by Board Members comprising not less than half of the Board.
- (4) Any five Board Members constitute a quorum for the transaction of the business of a meeting of the Board.
- (5) No business of a Board meeting shall be transacted unless a quorum is present. If within half an hour after the notified commencement time of the meeting a quorum is not present, the meeting shall be adjourned to the same place at the same hour of the same day in the following week unless the meeting was a special Board meeting, in which case the meeting will be adjourned to a time and place as agreed between the Chief Executive Officer and the Board Members present.
- (6) The Chair shall preside at all meetings of the Board. In the absence of the Chair, the Deputy Chair shall preside at the meeting. If neither the Chair nor the Deputy Chair is present, the Board Members may elect one of the Board Members to act as chair of the meeting.

- (7) Questions arising at meetings of the Board shall be determined on a show of hands or, if demanded by a Board Member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each Board Member present at a meeting of the Board is entitled to one vote and, in the event of an equality of votes, the question shall be resolved in the negative.
- (9) Notice of each Board meeting shall be served on each member of the Board by delivering written or emailed notice to him/her at a reasonable time before the meeting which includes the date, time and place of the meeting and the business to be transacted.

37. **DISCLOSURE OF INTEREST**

- (1) A Board Member or any sub-committee 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 that interest in accordance with section 31 of the Act.
- (2) No Board Member or sub-committee member shall vote as a Board Member or sub-committee member in respect of any contract or arrangement in which they are so interested and, if they do so vote, their vote shall not be counted.

38. **MEETINGS OF SUB-COMMITTEES**

- (1) Notice must be given to members of any sub-committee of any meeting of that sub-committee at least 48 hours prior to the meeting (such notice to provide details of the time and place of the meeting).
- (2) Any three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee. Where a sub-committee comprises three or fewer members, half of the members of the sub-committee (rounded up to the nearest whole number) constitute a quorum for a meeting of the sub-committee.
- (3) No business of any sub-committee meeting shall be transacted unless a quorum is present. If within half an hour after the notified commencement time of the meeting a quorum is not present, the meeting shall be adjourned to the same place at the same hour of the same day in the following week unless the meeting was a special Board meeting, in which case it lapses.
- (4) Questions arising at meetings of any sub-committee must be determined on a show of hands or, if demanded by a member of the sub-committee, by a poll taken in such manner as the person presiding at the meeting may determine.

- (5) Each sub-committee member present at a meeting of a sub-committee and entitled to vote is entitled to one vote, and, in the event of an equality votes, the question shall be referred to the Board.
- (6) Notice of each sub-committee meeting must be served on each member of the sub-committee by delivering written or emailed notice to them at a reasonable time before the meeting which includes the date, time and place of the meeting and the business to be transacted.

39. **USE OF TECHNOLOGY AT MEETINGS**

- (1) Subject only to any restrictions at law, a Board meeting, sub-committee meeting and/or general meeting of members may be held using any means of audio or audio-visual communication, and the presence of a Board Member at a Board meeting, a sub-committee member at a sub-committee meeting, or a member at a general meeting of members (as applicable) shall constitute attendance at such meeting, provided the technology provides that person with an adequate opportunity to participate in the meeting (including to ask questions and vote on any resolutions).
- (2) A person who participates in a meeting as allowed under sub-clause (1) is taken to be present at the meeting and, if the person votes at the meeting, the person is taken to have voted in person.

40. **NOTICES**

A notice may be served by or on behalf of the association upon any member either:

- (1) personally;
- (2) by sending it through the post in a prepaid letter addressed to the member at address of the member contained in the register of members, or such other address as notified by the member to the association from time to time;
- (3) by emailing it to an address supplied by the member for the purpose of receiving notices; or
- (4) by sending it by facsimile addressed to the number of the member's usual or last known place of business or address supplied by the member for the purpose of receiving notices.

41. **GRIEVANCES AND DISPUTES PROCEDURES**

- (1) This clause applies to disputes between:
 - (a) a member and another member; or
 - (b) a member and the Board.

- (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.
- (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.
- (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; or
 - (ii) for a dispute between a member and the Board – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (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.
- (9) The mediator must not determine the dispute.
- (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.

42. **ALTERATION OF THE CONSTITUTION**

- (1) This Constitution may be amended by a special resolution passed by no less than three quarters of members present and voting at a general meeting.

- (2) Notice of the intention to propose the amendment(s) by way of a special resolution shall be included in the notice calling the general meeting.
- (3) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

43. **COMMON SEAL OF THE ASSOCIATION**

- (1) The common seal of the association shall be in the form of a rubber stamp, inscribed with the name of the association encircling the word "Seal".
- (2) The seal of the association shall not be affixed to any instrument except by the authority of the Board and the affixing thereof shall be witnessed by either:
 - (a) any two Board Members;
 - (b) the Chief Executive Officer and one Board Member; or
 - (c) one Board Member and one other person approved by the Board from time to time,and the attestation is sufficient for all purposes that the seal was affixed by the authority of the Board.
- (3) The Chief Executive Officer shall ensure that every use of the seal shall be recorded.
- (4) The seal shall remain in the custody of the Chief Executive Officer.

44. **MAINTENANCE AND INSPECTION OF BOOKS**

- (1) The association must ensure that minutes are kept of each general meeting and of each Board meeting.
- (2) The association must ensure that:
 - (a) any minutes of a Board meeting are:
 - (i) confirmed by the Board Members at a subsequent Board meeting; and
 - (ii) signed by (1) the Board Member who presided as chair at the Board meeting at which the proceedings took place, or (2) the Board Member who presided as chair at the Board meeting at which the minutes are confirmed; and
 - (b) any minutes of a general meeting are:

- (i) confirmed by members at a subsequent general meeting;
and
 - (ii) signed by (1) the member who presided as chair at the general meeting at which the proceedings took place, or (2) the member who presided as chair at the general meeting at which the minutes are confirmed.
- (3) The books containing the minutes of proceedings of general meetings must be made available for inspection by members, free of charge, at the office of the association or such other place as determined by the Board from time to time.
- (4) The books containing the minutes of proceedings at a Board meeting must be made available for inspection by "officers" (as defined in the Act, and including Board Members and the Chief Executive Officer), free of charge, at the office of the association or such other place as determined by the Board from time to time.

45. **PROCEDURAL IRREGULARITY**

- (1) In this clause 45, "procedural irregularity" has the meaning given to that term in Section 1322(1)(b) of the *Corporations Act 2001* (Cth).
- (2) The action(s) of the Board in a Board meeting or of members in a general meeting will not be invalidated because of any procedural irregularity unless the Supreme Court of the Northern Territory is of the opinion that the irregularity has caused or may cause substantial injustice that cannot be remedied by any other order of the Court and by order declares the action(s) to be invalid.
- (3) Sections 1322(3), 1322(4), 1322(5) and 1322(6) of the *Corporations Act 2001* (Cth) are incorporated into and form part of this Constitution but are modified so that:
- (a) a reference to 'this Act' will be deemed to be a reference to 'the Act or the association's constitution'; and
 - (b) a reference to 'a corporation' will be deemed to be a reference to 'the association'.

46. **DISSOLUTION OF THE ASSOCIATION**

- (1) In this clause, the following definitions apply.

"**contributions**" has the meaning given in Division 30 of the Tax Act.

"**Corporations Act**" means the *Corporations Act 2001* (Cth) or any statutory modification, amendment or re-enactment in force and any

reference to any section, part or division is to that provision as so modified, amended or enacted.

"DGR entity" means a deductible gift recipient as that term is defined in the Tax Act.

"fund-raising event" has the meaning given in Division 30 of the Tax Act.

"gift fund amounts" means:

- (a) gifts of money or property for the principal object of the association;
- (b) contributions made in relation to a fund-raising event held for the principal object of the association; and
- (c) money received by the association because of such gifts and contributions.

"surplus property", in relation to the association, means property (including any gift fund amounts) remaining after satisfaction of:

- (a) the debts and liabilities of the association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the association,

but does not include books relating to the management of the association.

- (2) Subject to sub-clause (5), on the cancellation of the incorporation of, or winding up of, the association, the association's surplus property must be distributed to one or more DGR entities that:
 - (a) have objects similar to, or inclusive of, those of the association, as outlined in clause 2;
 - (b) have rules prohibiting the distribution of its assets and income to its members to the same effect as the association; and
 - (c) are not proscribed by section 76 of the Act.
- (3) In the case of winding up of the association, the surplus property of the association must be distributed to an entity (or entities) of the kind mentioned in sub-clause (2) which has been approved by members by special resolution at or before the time of winding up.
- (4) In circumstances where for any reason the members have not approved an entity (or entities) to which the surplus property will be distributed for the purpose of sub-clause (3), the association and any

liquidator appointed to the association must ensure that any surplus property is distributed to an entity (or entities) of the kind mentioned in sub-clause (2), and may (to the extent permitted by law) do anything reasonably necessary or desirable in connection with that.

- (5) If the association ceases to be a DGR entity, whether or not the association is wound up or cancelled, any gift fund amounts which are held by the association must be paid or transferred to one or more DGR entities which are entities of the type mentioned in sub-clause (2).

47. **PAST ACTS**

- (1) Where any provision of this Constitution provides that a member, or the members, or the Board, may or must do or determine a thing, and that thing was done or determined (as applicable) under and in accordance with the association's previous constituent documents, then that thing will be taken as having been done or determined (as applicable) for the purposes of and in accordance with this Constitution.
- (2) Sub-clause (1) does not apply:
 - (a) if and to the extent that its application would breach the Act or any applicable law; and
 - (b) where the thing would otherwise be covered by sub-clause (1), but that thing has been, or is, done or determined under and in accordance with this Constitution.