

CONSTITUTION OF THE
NORTHERN TERRITORY WATER SKI
ASSOCIATION INCORPORATED

As of 11/11/07

PART 1 – PRELIMINARY

1. NAME

The name of the incorporated association (Association) is Northern Territory Water Ski Association Incorporated.

2. OBJECTS AND PURPOSES

The objects for which the Association is established are:

- 2.1 To affiliate and otherwise liaise with the Australian Water Skiing and Wake Boarding Federation (AWSWB) or its successor (AWWF) and to adopt the Objects and rules which reflect and which are, to the extent permitted by the *Northern Territory Associations Act*, generally in conformity with the Constitution of the AWSWBF.
- 2.2 To promote all water sports and without limiting the generality of the foregoing to conduct, encourage, advance, control and manage the sport of water skiing generally including the judging, approval and certifying of records of performance within the Northern Territory of Australia and to promote social intercourse among water skiers and persons interested in water skiing.
- 2.2 To settle all questions or disputes and any matters relating to water skiing, which may be submitted to the Association and its adjudication or in which the Association may decide to intervene and to consider and discuss and when deemed advisable to take an active part in any question affecting the well being of the sport of water skiing.
- 2.3 To establish an association and premises and occupancies for the accommodation of members of the Association of members and guests and/or visitors and furnish and maintain the same and to afford to these members all the usual privileges, advantages and conveniences of a club and including as incidental thereto physical and social recreational facilities and to permit the same to be used by members and other guests and/or visitors upon such terms as shall be agreed upon and for such purpose to purchase, supply, sell and deal in all kinds of goods and/or provisions required or used by members or other persons entitled to use the premises of the Association. The whole of the accommodation and facilities of the Association shall be provided and maintained from funds of the Association and no member shall be entitled to derive any benefit or advantage from the Association which is not shared equally by other members thereof.
- 2.4 In furtherance of the objects of the Association to apply for registration as a club or for any other permit to sell and/or supply liquor under the conditions of the Northern Territory *Liquor Act* as amended from time to time or under any other Act or laws for the time being operative and for such purpose or purposes to appoint a manager or managers.
- 2.5 If considered beneficial, to affiliate with any other bodies interested in the control, promotion and encouragement of water skiing.

- 2.6 Promote, hold and arrange either alone or jointly with any other association, club or persons water skiing matches or competitions and to either give or contribute towards prizes and awards therefore and to promote, give or support dinners, balls, concerts and other entertainments in furtherance of the objects of the Association and to allocate finance for approved persons to represent the association at interstate and international championships, carnivals, exhibitions and meetings.
- 2.7 Procure the delivery of lectures, exhibition of films and the reading of papers to its members and to form and maintain a library of sporting, artistic, historical and other literature for the use of its members.
- 2.8 Negotiate with other clubs for the purpose of providing reciprocal membership for members.

3. MINIMUM NUMBER OF MEMBERS

The Association must have at least 5 members.

4. DEFINITIONS

In this Constitution, unless the contrary intention appears –

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

Committee means the Management Committee 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 clause 45;

Member means a member of the Association;

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

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

PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION

5. POWERS OF ASSOCIATION

- 5.1 For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- 5.2 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;
 - (g) Purchase, lease or otherwise acquire any tract or area of water and/or land and to lay out construct repair and maintain any course for water skiing or other athletic sports or pastime for the purpose of the Association including ramps, road, landings, club houses and fencing;
 - (h) Hire, lease or let all or part of the Association's premises or equipments to persons or bodies approved of by the Committee for the benefit of the Association;
 - (i) Negotiate with other clubs for the purpose of providing reciprocal membership for members; and
 - (j) Enter into any other contract or do other things incidental to the powers in this clause that it considers necessary or desirable.

6. 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.

7. INCONSISTENCY BETWEEN CONSTITUTION AND ACT

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

8. ALTERING THE CONSTITUTION

- 8.1 The Association may alter this Constitution by special resolution but not otherwise.
- 8.2 If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

PART 3 – MEMBERS

Division 1 – Membership

9. TYPES OF MEMBERSHIP

There shall be 5 classes of members as follows:

9.1 Full Member

A Full Member shall have full rights and privileges as a member of the Association and shall be entitled to vote at any office in the Association except in so much as is herein expressly provided to the contrary.

Full Membership will include the following:

(a) Life member

- (i) A Life member means any person who has been a member for a period of seven consecutive years and has rendered outstanding service to the Association and has been elected by a two-thirds majority of members present and voting at an Annual General Meeting of the Association.
- (ii) A Life member shall have all of the privileges of Full members but shall be exempt from the payment of annual subscriptions.
- (iii) The election of a person to Life membership may be proposed and seconded by a Full member, both of whom shall have been members of the Association for the preceding five years.
- (iv) Only two (2) people may be nominated for life membership per annum.

(b) Skiing member – Family or Single

- (i) A Skiing member means a person who, upon appropriate application and on payment of the prescribed fee, is a person accepted by the Committee as a Skiing member.
- (ii) A Skiing member shall be eligible to serve on the Committee and vote in all matters concerning the Association.
- (iii) A Skiing member has association rights with the Australian Water Skiing and Wake Boarding Federation.
- (iii) A Skiing member may be a single or family member.

(c) Ordinary member – Family or Single

- (i) An Ordinary member means a person who, upon appropriate application and on payment of the prescribed fee, is a person accepted by the Committee as an Ordinary member.
- (ii) An ordinary member shall only be entitled to vote at the election of the Committee, but not on other matters concerning the Association
- (iv) An Ordinary member may be a single or family member.

(d) Family membership

Will mean married or recognized defacto relationships and dependent children under the age of 18 of either partner in such relationship.

9.2 Junior Skiing Member

- (a) A Junior Skiing member means any person under the age of 18 years who, upon appropriate application, is a person accepted by the Committee as a Junior Skiing member.
- (b) A Junior Skiing member shall have no right to vote at any meeting or hold any office in the Committee.

9.3 Corporate Member

- (a) A Corporate member means any person who belongs to a corporate group that is entitled to this category of membership and upon appropriate application and on payment of the prescribed fee, is a person accepted by the Committee as a member.
- (b) No Corporate member may vote at any meeting of the Association nor hold office in the Committee.
- (c) Corporate members are entitled to sign the Visitor's Book in the Association's premises.

9.4 Affiliate Member

- (a) An Affiliate member means any person who shows proof of current membership of an affiliated club.
- (b) An Affiliate member is not entitled to vote at the election of the Committee.
- (c) Affiliate members are entitled to sign the Visitor's Book in the Association's premises.

9.5 Honorary Member

- (a) An Honorary member is any person over the age of 18 years Honorary members may be admitted to membership for a period of not greater than one month and;
 - (i) Shall have no rights to vote at any meeting of the Association;
 - (ii) Shall not be entitled to hold any office in the Committee; and
 - (iii) Must provide evidence to the satisfaction of the Committee that he or she resides more than 100 km from the Association.
- (b) A person eligible for Honorary membership does not have to apply for such membership in accordance with clauses 11 and 12, but any application as an Honorary member must be approved by a member of the Committee.
- (c) Honorary members shall not be entitled to sign the Visitor's Book in the Association's premises.

10. VISITORS AND GUESTS OF MEMBERS

- (a) Visitors and guests of members mean any visitor to or guest of the Association who is admitted to Visiting membership. Any financial adult member of the Association may admit any person to Visiting Membership to the Association's premises for the duration of the visit. The Visiting member must sign his name and full residential address in the visitors' register which may be all or in part electronically generated. The register must always be kept on the Association's premises. No person shall be capable of being signed in as a Visiting member more than three (3) times in any one financial year.
 - (i) Shall have no rights to vote at any meeting of the Association;
 - (ii) Shall not be entitled to hold any office in the Committee
- (b) Visitor and guest mean any person that resides within 100 km of the association.

11. APPLICATION FOR MEMBERSHIP

- 11.1 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 who is a committee member.
- 11.2 The names and addresses of applicants to membership of the Association, and the names of the persons proposing and seconding the application shall be displayed in a conspicuous place in the Association's premises at least one week prior to the approval of that member and an interval of at least two weeks shall elapse between the date of the application for membership and the approval to membership of the applicant.

12. APPROVAL OF COMMITTEE

- 12.1 Following the expiration of the period in clause 11.2, the Committee must consider any application made under clause 9 at the next available committee must accept or reject the application at that meeting or the next.
- 12.2 The Committee may in its absolute discretion accept applicants to membership in such category as the Committee considers appropriate.
- 12.3 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.
- 12.4 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.
- 12.5 If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

13. JOINING FEE

- 13.1 If an application for membership is approved by the Committee, the applicant becomes a member on payment of the joining fee.
- 13.2 The joining fee is either
- (a) A pro rata annual fee based on the remaining part of the financial year; or
 - (b) The amount determined from time to time by resolution at a general meeting.

14. ANNUAL MEMBERSHIP FEES

- 14.1 The annual membership fee is the amount determined from time to time by resolution at a general meeting.
- 14.2 Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Committee from time to time.
- 14.3 A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Committee determines otherwise.

Division 2 – Rights of members

15. GENERAL

- 15.1 Subject to clause 14.3, a member may exercise the rights of membership when his or her name is entered in the register of members.
- 15.2 A right of membership of the Association –
- (a) Is not capable of being transferred or transmitted to another person; and
 - (b) Terminates on the cessation of membership whether by death, resignation or otherwise.

16. VOTING

- 16.1 Subject to sub clause (2) and clause 9, each member has one vote at general meetings of the Association.
- 16.2 A member is not eligible to vote until 10 working days after his or her application has been accepted.

17. NOTICE OF MEETINGS AND SPECIAL RESOLUTIONS

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

18. ACCESS TO INFORMATION ON ASSOCIATION

- 18.1 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.

19. RAISING GRIEVANCES AND COMPLAINTS

- 19.1 A member may raise a grievance or complaint about a committee member, the Committee or another member of the Association.
- 19.2 The grievance or complaint must be dealt with by the procedures set out in Part 8.

Division 3 – Termination, death, suspension and expulsion

20. TERMINATION OF MEMBERSHIP

- 20.1 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 14.3; 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

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

22.2 The notice must

(a) Be in writing and include

(i) The time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and

(ii) The particulars of the conduct; and

(b) Be given to the member not less than 30 days before the date of the committee meeting referred to in paragraph (a)(i).

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

22.4 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.

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

23. APPEALS AGAINST SUSPENSION OR EXPULSION

23.1 A member who is suspended or expelled under clause 22.1 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision.

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

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

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

PART 4 –MANAGEMENT COMMITTEE

Division 1 - General

24. ROLE AND POWERS

- 24.1 The business of the Association must be managed by or under the direction of the Management Committee.
- 24.2 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.
- 24.3 The Committee may appoint and remove staff.
- 24.4 The Committee may establish one or more subcommittees consisting of the members of the Association the Committee considers appropriate.

25. COMPOSITION OF COMMITTEE

- 25.1 The Committee consists of –
 - (a) A President,
 - (b) A Vice-President;
 - (c) A Secretary;
 - (d) A Treasurer;
 - (e) Four (4) executive Committee Members
- 25.2 The Committee may also consist of the immediate Past President
- 25.3 Unless elected directly as a separate office holder, the Committee must appoint one committee member to be the Association's public officer.

26. DELEGATION

- 26.1 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.
- 26.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- 26.3 The Committee may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of office

27. ELIGIBILITY OF COMMITTEE MEMBERS

- 27.1 A committee member must be a member who is 18 years or over.
- 27.2 Committee members must be elected to the Committee at an annual general meeting or appointed under clause 34.
- 27.3 At the first election after the new constitution comes into effect, the office holders of President and Treasurer will be elected for two years and the Vice President and Secretary for one year. At the subsequent AGM the Vice President and Secretary will be elected for two years. Executive Committee members will only be elected for one year at a time.

28. NOMINATIONS FOR ELECTION TO COMMITTEE

- 28.1 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.
- 28.2 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.
- 28.3 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

- 29.1 A committee member holds office until the next annual general meeting unless the member vacates the office under clause 31 or is removed under clause 32.
- 29.2 Subject to sub clause (3), at an annual general meeting the office of each committee member becomes vacant and elections for a new Committee must be held.
- 29.3 The President of the outgoing Committee must preside at the annual general meeting until a new member is elected as President.
- 29.4 Members may serve consecutive terms on the Committee.

30. ELECTION BY DEFAULT

- 30.1 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 President must declare the persons to be duly elected as members of the Committee at the annual general meeting.
- 30.2 If vacancies remain on the Committee after the declaration under sub clause (1), additional nominations of committee members may be accepted from the floor of the annual general meeting.
- 30.3 If the nominations from the floor do not exceed the number of remaining vacancies, the President must declare those persons to be duly elected as members of the Committee.
- 30.4 If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 34.

31. ELECTION BY BALLOT

- 31.1 If the number of nominations exceeds the number of vacancies on the Committee, ballots for those positions must be conducted.
- 31.2 The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- 31.3 The President shall be Returning Officer at any election or may appoint another person to be Returning Officer and shall appoint as many scrutinizers as he or she shall consider necessary and shall declare the ultimate result of election.
- 31.4 The members chosen by ballot must be declared by the President to be duly

elected as members of the Committee.

31.5 If the President is nominated for election, the President must appoint another person to take the chair during any election.

32. VACATING OFFICE

32.1 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;
- (v) Ceases to be a member of the Association; or

(b) The member is absent from more than

- (i) 3 consecutive committee meetings; or
- (ii) 3 committee meetings in the same financial year without tendering an apology to the Chairperson; of which meetings the member received notice and the Committee has resolved to declare the office vacant.

33. REMOVAL OF COMMITTEE MEMBER

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

33.2 If a vacancy arises through removal under sub clause (1), an election must be held to fill the vacancy.

34. FILLING CASUAL VACANCY ON COMMITTEE

34.1 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.

34.2 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

35.1 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.

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

36. PRESIDENT AND VICE-PRESIDENT

- 36.1 Subject to sub clauses (2) and (3), the President must preside at all general meetings and committee meetings.
- 36.2 If the President is absent from a meeting, the Vice-President must preside at the meeting.
- 36.3 If the President and the Vice-President are both absent, the presiding member for that meeting must be
- (a) A member elected by the other members present if it is a general meeting; or
 - (b) A committee member elected by the other committee members present if it is a committee meeting.

37. SECRETARY

- 37.1 The Secretary must
- (a) Co-ordinate 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

- 38.1 The Treasurer must
- (a) Receive all monies paid to or received by the Association and issue receipts for those monies in the name of the Association;
 - (b) Pay all monies 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 cheques are signed by him or her and at least one other committee member, or by any 2 other committee members authorised by the Committee.
- 38.2 The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- 38.3 The Treasurer must coordinate the preparation of the Association's annual statement of accounts.
- 38.4 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.
- 38.5 The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.
- 38.6 The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

39. PUBLIC OFFICER

39.1 The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.

39.2 The public officer must keep a current copy of the Constitution of the Association.

PART 5 – MEETINGS OF COMMITTEE

40. FREQUENCY AND CALLING OF MEETINGS

40.1 The Committee must meet together for the conduct of business not less than 4 times in each financial year.

40.2 The President, or at least half the committee members, may at any time convene a special meeting of the Committee.

40.3 A special meeting may be convened to deal with an appeal under clause 23.

41. VOTING AND DECISION MAKING

41.1 Each committee member present at the meeting has a deliberative vote.

41.2 A question arising at a committee meeting must be decided by a majority of votes.

41.3 If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

42. QUORUM

For a committee meeting, one-half of the committee members constitute a quorum.

43. PROCEDURE AND ORDER OF BUSINESS

43.1 The procedure to be followed at a committee meeting must be determined from time to time by the Committee.

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

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

44. DISCLOSURE OF INTEREST

44.1 A 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 the interest to the Committee in accordance with section 31 of the Act.

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

44.3 The President must ensure a 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

- 45.1 The Association must hold its first annual general meeting within 18 months after its incorporation.
- 45.2 The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- 45.3 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, convene a special general meeting to deal with the appeal to which the notice relates; and
 - (c) Must, within 30 days after it receives a request under clause 46, convene a special general meeting for the purpose specified in that request.

46. SPECIAL GENERAL MEETINGS

- 46.1 Half the number of members constituting a quorum for a general meeting may make a written request to the Committee for a special general meeting.
- 46.2 The request must –
- (a) State the purpose of the special general meeting; and
 - (b) Be signed by the members making the request.
- 46.3 If the Committee fails to convene a special general meeting within the time allowed–
- (a) For clause 45.3(b) 44.3 – 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.
- 46.4 If a special general meeting is convened under sub clause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- 46.5 The Secretary must give to all members not less than 21 days notice of a special general meeting.
- 46.6 The notice must specify
- (a) When and where the meeting is to be held; and
 - (b) The particulars of and the order in which business is to be transacted.

47. ANNUAL GENERAL MEETING

- 47.1 The Secretary must give to all members not less than 30 days notice of an annual general meeting.
- 47.2 The notice must specify
- (a) When and where the meeting is to be held; and
 - (b) The particulars of and the order in which business is to be transacted.
- 47.3 The order of business for each annual general meeting is as follows:
- (a) First – the consideration of the accounts and reports of the 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

- 48.1 A special resolution may be moved at any general meeting of the Association.
- 48.2 The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed.
- 48.3 The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

49. NOTICE OF MEETINGS

- 49.1 The Secretary must give a notice under this Part by
- (a) Serving it on a member personally; or
 - (b) Sending it by post to a member at the address of the member appearing in the register of members, or
 - (c) Sending electronically, or
 - (d) Sending by print media
- 49.2 If a notice is sent by post under sub clause (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 an annual general meeting, 20 members constitute a quorum.

51. LACK OF QUORUM

- 51.1 If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present
- (a) For an annual general meeting or special general meeting convened under clause 45(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.
- 51.2 If within 30 minutes after the time appointed by sub clause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
- 51.3 The President may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
- 51.4 There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 51.5 If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

52. VOTING

- 52.1 Subject to clauses 9 and 14.3, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- 52.2 At a general meeting –
- (a) An ordinary resolution put to the vote is decided by a majority of votes made in person 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 favor of the resolution.
- 52.3 A poll may be demanded by the President or by 3 or more members present in person or by proxy.
- 52.4 If demanded, a poll must be taken immediately and in the manner the President directs.
- 52.5 Election of office bearers will be conducted in accordance with the Rules for Election of Office Bearers as determined by the Management Committee from time to time and consistent with the constitution.

53. PROXIES

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting. Proxy must be in an approved format by the committee.

PART 7 – FINANCIAL MANAGEMENT

54. FINANCIAL YEAR

- 54.1 The financial year of the Association is the period of 12 months ending 30 June each year.

55. FUNDS AND ACCOUNTS

- 55.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 55.2 Subject to any restrictions imposed by the Association at a general meeting, the Committee may approve expenditure on behalf of the Association within the limits of the budget.
- 55.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- 55.4 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- 55.5 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

56.1 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.

56(a) ADMINISTRATION – INCOME AND PROPERTY OF ASSOCIATION

56(a) (a) 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 transferred directly or indirectly, by dividend, bonus, or otherwise, to any member of the Association.

56(a) (b) The Association may:

- 1. Appoint a secretary/manager according to such terms and conditions as expressed in a written contract;
- 2. Pay to the appointed secretary/manager such remuneration as is agreed in the secretary/manager's employment contract.

56(a) (c) The Association may also make payments in good faith to a servant or member of the Association of:

- 1. Remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business;
- 2. Interest at current bank overdraft rate on money lent; or
- 3. A reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

PART 8 – GRIEVANCE AND DISPUTES

57. GRIEVANCE AND DISPUTES PROCEDURES

57.1 This clause applies to disputes between

- (a) A member and another member; or
- (b) A member and the Committee.

57.2 Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.

57.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.

- 57.4 The mediator must be
- (a) A person chosen by agreement between the parties; or
 - (b) In the absence of agreement –
 - (i) For a dispute between a member and another member – a person appointed by the Committee; or
 - (ii) For a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
- 57.5 A member of the Association can be a mediator.
- 57.6 The mediator cannot be a party to the dispute.
- 57.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 57.8 The mediator, in conducting the mediation, must
- (a) Give the parties to the mediation process every opportunity to be heard;
 - (b) Allow due consideration by all parties of any written statement submitted by any party; and
 - (c) Ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- 57.9 The mediator must not determine the dispute.
- 57.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 9 – MISCELLANEOUS

58. COMMON SEAL

- 58.1 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.
- 58.2 The affixing of the common seal of the Association must be witnessed by any 2 of the following:
- (a) The President;
 - (b) The Secretary;
 - (c) The Treasurer.
- 58.3 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.

59. DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP

- 59.1 If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the members or former members.
- 59.2 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.

60. BYLAWS

Subject to this Constitution, the Committee shall have the power to make such by-laws as the Board shall consider necessary for the proper and efficient conduct of the affairs and business of the Association or in pursuit of the objects of the Association.