

TRACY VILLAGE SOCIAL & SPORTS CLUB INC.

Constitution of Tracy Village Social and Sports Club Incorporated

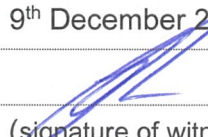
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This is the annexure marked "A" referred to in the statutory declaration of:

Name of public officer Craig John Bradbury

Made on (date) 9th December 2025

Before me


(signature of witness on statutory declaration)

Contents

Constitution of Tracy Village Social and Sports Club Incorporated.....	1
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Part 1 – Preliminary.....	5
1. Name.....	5
2. Objects and purposes.....	5
3. Minimum number of members	5
4. Definitions.....	5
Part 2 – Constitution and Powers of Association	6
5. Powers of Association	6
6. Effect of Constitution.....	7
7. Inconsistency between Constitution and Act.....	7
8. Altering the Constitution.....	7
Part 3 – Members.....	7
9. Register of members	7
10. Categories of Membership.....	7
11. Application for membership	8
12. Approval of Committee	8
13. Annual membership fees	8
14. General.....	9
15. Voting	9
16. Notice of meetings and special resolutions	9
17. Access to information on Association	9
18. Raising grievances and complaints.....	9
19. Termination of membership	10
20. Death of member or whereabouts unknown	10
21. Suspension or expulsion of members	10
22. Appeals against suspension or expulsion	10
Part 4 – Management Committee.....	11
23. Role and powers.....	11
24. Composition of Committee.....	11
25. Appointed Committee members.....	11
26. Delegation	12
27. Eligibility of committee members.....	12
28. Nominations for election to committee	12
29. Tenure of committee members	13
30. Election by default	13
31. Election by ballot	13
32. Vacating office	14

33. Removal of committee member	14
34. Filling casual vacancy on Committee	15
35. Collective responsibility of Committee.....	15
36. President and Vice-President	15
37. Secretary	15
38. Treasurer.....	15
39. Public officer	16
Part 5 – Meetings of Management Committee.....	16
40. Frequency and calling of meetings	16
41. Voting and decision making and using technology to conduct meetings	16
42. Quorum	16
43. Procedure and order of business	16
44. Disclosure of interest	17
45. Executive Committee.....	17
Part 6 – General Meetings.....	17
46. Convening general meetings	17
47. Special general meetings	17
48. Annual general meeting	18
49. Special resolutions.....	19
50. Notice of meetings	19
51. Quorum at general meetings	19
52. Lack of quorum.....	19
53. Voting	20
Part 7 – Financial Management.....	20
54. Financial year	20
55. Funds and accounts	20
56. Accounts and audits	21
57. Remuneration of Committee Members	21
Part 8 – Grievance and disputes	21
58. Grievance and disputes procedures	21
Part 10 – Miscellaneous	22
59. General Manager.....	22
60. Common seal	23
61. Dress Standards.....	23
62. By-Laws and rules	23
63. Distribution of surplus assets on winding up	24
Schedule to the Constitution	25
Eligibility of committee members (clause 26)	25

Expected Standards of Behaviour for the Association Committee.....	25
Vacating office (clause 31).....	25

Part 1 – Preliminary

1. Name

The name of the incorporated association is Tracy Village Social and Sports Club Incorporated ("the Association").

2. Objects and purposes

The purpose of Tracy Village Social and Sports Club is to foster a welcoming, inclusive and community-oriented environment that promotes social connection and sporting participation within the Darwin region. The Club is a place that builds friendships, values community organisations and provides a safe environment for patrons.

Objects of the Association

- (a) To promote and facilitate social, recreational, and sporting activities that enhance community wellbeing and engagement.
- (b) To provide inclusive and accessible facilities that welcome individuals and families of all backgrounds, ages, and abilities.
- (c) To reflect and respect the unique identity and history of the Darwin region, to celebrate and preserve the Club's history contributing to a strong sense of place.
- (d) To host events and programs that are fun, memorable, and responsive to the evolving interests of the community.
- (e) To encourage volunteerism, leadership, and community participation in the Clubs activities.
- (f) To operate in a sustainable and environmentally responsible manner, ensuring long-term viability of the Club and its facilities.
- (g) To foster innovation and continuous improvement in the delivery of services, facilities, and member experiences.
- (h) To collaborate with local organizations and charities to strengthen community ties and support shared goals.

3. Minimum number of members

The Association must have at least five (5) members.

4. Definitions

In this Constitution, unless the contrary intention appears:

"Act" means the *Associations Act* 2003 and regulations made under that Act;

"Committee" means the Management Committee of the Association;

"day" means business day;

"financial institution" means an ADI

"general meeting" means a general meeting of association members convened in accordance with clause 44;

"Gaming Act" means the Gaming Act of the Northern Territory and regulations made under that Act;

"Liquor Act" means the Liquor Act of the Northern Territory and regulations made under that Act;

"Management Rules" means any rules, By-laws or operating procedures prepared and adopted from time to time by the Management Committee and shall include a current list of all approved "Affiliate Sporting Bodies";

"member" means a member of the Association being either an Active Member or a Life Member;

"Premises" refers to the whole of 28 Tambling Terrance Lyons, Darwin and shall include any future legal amendments or alterations to the boundaries of Lot 09775, Town of Nightcliff.

"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.

Words in the singular number shall include the plural and words in the masculine shall include the feminine.

Part 2 – Constitution and Powers of Association

5. 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.
- (3) The Association must not distribute any income or assets directly or indirectly to its members, except as provided in subclauses (4).

- (4) Subclause (3) does not stop the association from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the association, or
 - (b) making a payment to a member in carrying out the association's purposes, with prior approval from the committee.

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

- (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

9. Register of members

- (1) The association must establish and maintain a register of members.
- (2) The register of members must be kept by the Association and must contain the members:
 - (a) Name
 - (b) Address or an alternative address nominated by the member for the service of notices, and
 - (c) Date the member was accepted into membership and the date the member ceased to be a member.

10. Categories of Membership

The Association will have the following categories of membership:

- (1) Active Member

- (a) An Active Member means a person who is over 18 years of age, upon appropriate application and on payment of the prescribed fees, is a person accepted by the Committee as an Active member.
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- (b) An Active Member has full rights and privileges as a member of the Association as determined from time to time by a resolution of the Committee and will be entitled to a vote and hold any office in the Association.

(2) Life Member

- (a) A Life Member means a person who has rendered outstanding service to the Association.
- (b) A Life Member is exempt from the payment of the Annual Membership Fee.
- (c) A Life Member has full rights and privileges as a member of the Association as determined from time to time by a resolution of the Committee and will be entitled to a vote and hold any office in the Association
- (d) A nomination for Life Membership must be proposed by any Active Member and seconded by another Active Member.
- (e) The nomination must be submitted to the Committee for consideration and endorsement.

11. Application for membership

To apply to become a member of the Association a person must submit a written application for membership; and in a form approved by the Committee and pay the membership fee.

12. Approval of Committee

- (1) The Committee may consider any application made under clause 10(1) 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 Committee meeting.
- (2) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year.

- (3) The annual membership fee is not applied on a pro-rata basis.
- (4) A member whose subscription is not paid by within 90 days of the due date ceases to be a member unless the Committee determines otherwise.

Division 2 – Rights of members

14. General

- (1) Subject to clause 14(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 18, each member has one vote at general meetings of the Association.
- (2) A member is not eligible to vote until ten (10) 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.

Division 3 – Termination, death, suspension and expulsion

19. 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 12(3); or
- (c) expulsion in accordance with this Division.

20. 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.

21. Suspension or expulsion of members

- (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.
- (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).
- (3) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (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.
- (5) Subject to clause 22, 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.

22. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision.
- (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.

- (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.
- (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

23. 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 sub-committees consisting of members of the Association the terms of reference for which the Committee will determine from time to time.

24. Composition of Committee

- (1) The Management Committee
 - (a) consists of:
 - (i) a President;
 - (ii) a Vice-President;
 - (iii) a Secretary;
 - (iv) a Treasurer;
 - (v) three (3) Active members ; and
 - (vi) up to two (2) appointed Directors.
 - (b) The Committee must appoint one committee member to be the Association's public officer.

25. Appointed Directors

- (1) The appointed members need not be members of the Association.
- (2) The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Committee composition.
- (3) An appointed Directors may be appointed by the elected Committee under this Constitution

for a term of up to three (3) years subject to the Eligibility Criteria set out in the Schedule.

~~(4) Appointed Directors members may serve consecutive terms at the sole discretion of the Committee.~~

(5) Clauses 29, 30, 31 33 and 34 do not apply to appointed Directors.

26. Delegation

- (1) The Committee may delegate to a sub-committee or staff any of its powers and functions other than –
 - (a) this power of delegation; or
 - (b) a duty imposed on the 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;
- (2) A committee member must also meet the criteria provided in the Schedule;
- (3) Committee members must be elected to the Committee at an annual general meeting or appointed under clause 33; and
- (4) the member must have been an Active member for at least 3 consecutive months prior to election.

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. Tenure of committee members

- (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.
- (2) A Board member holds office until the next annual general meeting unless the member vacates the office under clause 31 or is removed under clause 32.
- (3) At each annual general meeting held the number of Board members required to fill vacancies on the Board will be elected and will, subject to provisions in this Constitution relating to early retirement or removal of Board members, hold office for three years (3) years.
- (4) The President of the outgoing Board must preside at the annual general meeting until a new member is elected as President.
- (5) The sequence of retirements under clause 29(2) to ensure rotational terms will be determined by the Board in accordance with clause 41. The President of the outgoing Committee must preside at the annual general meeting until a new member is elected as President.
- (6) Members may serve three (3) consecutive terms on the Committee.

30. Election by default

- (1) If the number of persons nominated for election to the Committee under clause 27 does not exceed the number of vacancies to be filled, the President must declare the persons to be duly elected as members of the Committee at the annual 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 the annual general meeting.
- (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.
- (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 33.

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 President to be duly elected as members of the Committee.
- (4) Scrutineers

- (a) If required under clause 30(1), immediately prior to the commencement of the elections at least three (3) scrutineers shall be appointed by the President to conduct the ballot.
- (b) One of the scrutineers shall be nominated as the Returning Officer.

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) 3 consecutive committee meetings; or
 - (ii) 3 committee meetings in the same financial year without tendering an apology to the President;of which meetings the member received notice and the Committee has resolved to declare the office vacant; or
- (c) The member breaches the Expected Standards of Behaviour of the Board; is insolvent under administration or convicted of a fraud or dishonesty.
- (d) These and any other actions which are deemed by the Board and/or members of the Association as bringing the Association into disrepute.
- (e) in any of the circumstances provided for by the Schedule.

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 the Committee seeks to suspend or expel a Committee member under clause 23, subject to clause 50(2) that member is automatically suspended from the Committee from the date of the notice issued.
- (3) 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 29 or if the office of a committee member becomes vacant under clause 31, 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, the Gaming Act and the Liquor Act and regulations made under those Acts.

36. President and Vice-President

- (1) The President must:
 - (a) preside at all general meetings and committee meetings;
 - (b) is responsible for ensuring meetings are conducted in accordance with the constitution, maintaining order, and facilitating fair and inclusive discussion and decision-making;
 - (c) shall represent the Association in official matters unless otherwise delegated by the Committee; and
 - (d) shall provide leadership and oversight of the Association's strategic direction.
 - (e) may delegate specific responsibilities to other committee members or subcommittees, provided such delegation is consistent with the constitution and subject to committee approval.
- (1) If the President is absent from a meeting, the Vice-President must preside at the meeting.

37. Secretary

- (1) The Secretary will be responsible for overseeing the proceedings of all board and general meetings and records management of the Association and will work closely with the Committee and the General Manager on this matter; and
- (2) perform any other duties imposed by this Constitution on the Secretary;

38. Treasurer

- (1) The Treasurer will be responsible for overseeing the financial affairs of the association and will work closely with the Board and the General Manager to ensure its financial integrity and sustainability; and

- (2) 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 ten (10) times in each financial year.
- (2) The President, 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 22.

41. Voting and decision making and using technology to conduct meetings

- (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.
- (4) The Board may hold meetings by using any technology (such as video or teleconferencing) that is agreed to by all the Board members.

42. Quorum

- (1) For a committee meeting, a simple majority of committee members being present constitutes a quorum.
- (2) At least one of the following Board members must always be present in order to constitute a quorum:
 - (a) President; or
 - (b) Vice-President

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) All committee members will complete a Conflict of Interest Declaration yearly following the annual general meeting.
- (2) Any committee member with a direct or indirect interest in any matter being considered by the Committee must disclose the nature of the interest and abstain from discussion and voting on the matter.
- (3) The Secretary must record the disclosure in the minutes of the meeting.
- (4) 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.

45. Executive Committee

- (1) The President, Vice-President, Secretary and Treasurer will comprise the Executive Committee.
- (2) The Executive Committee will meet as required to transact the business of the Association between meetings of the Committee.
- (3) The powers of the Executive Committee will be determined from time to time by a resolution of the Committee.
- (4) The Committee must be informed of the decisions made by the Executive Committee.

Part 6 – General Meetings

46. Convening general meetings

- (1) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- (2) 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 22(1), convene a special general meeting to deal with the appeal to which the notice relates; and
 - (c) must, within 30 days after it receives a request under clause 45(1), convene a special general meeting for the purpose specified in that request.

47. 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 44(3)(b) – the appeal against the decision of the Committee is upheld; and
 - (b) for clause 44(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 members are to be present in person; and
 - (c) the particulars of and the order in which business is to be transacted.

48. Annual general meeting

- (1) The Secretary must give to all members not less than 30 days notice of an annual general meeting unless otherwise provided in the Schedule.
- (2) The notice must specify:
 - (a) when and where the meeting is to be held;
 - (b) the members are to be present in person;
 - (c) request for general business items connected with the business or affairs of the Association as raised by members; and
 - (d) the particulars of and the order in which business is to be transacted.
- (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.
 - (d) fourth – the appointment of the external auditor.

49. 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 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.

50. Notice of meetings

- (1) The Secretary must give a notice under this Part by –
 - (a) serving it on a member personally; or
 - (b) sending it by email to a member at the address of the member appearing in the register of members;
 - (c) posting the notice on the Association's notice boards; or
 - (d) publishing a notice on the Association's social media platforms.

51. Quorum at general meetings

At a general meeting, thirty (30) members present in person constitutes a quorum.

52. 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 an annual general meeting or special general meeting convened under clause 44(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 44(3)(b) – the members who are present in person may proceed with hearing the appeal for which the meeting is convened; or
 - (c) for a meeting convened under clause 44(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 may proceed with the business of that general meeting as if a quorum were present.
- (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.
- (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 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.
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53. Voting

- (1) Subject to clauses 14(2) and 18, 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; and
 - (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person vote in favour of the resolution.
- (3) A poll may be demanded by the President or by three (3) or more members present in person.
- (4) If demanded, a poll must be taken immediately and in the manner the President directs.
- (5) Scrutineers
 - (a) If required under clause 51(3), immediately prior to the commencement of the elections at least three (3) scrutineers shall be appointed by the President to conduct the ballot.
 - (b) One of the scrutineers shall be nominated as the Returning Officer.

Part 7 – Financial Management

54. Financial year

The financial year of the Association is the period of 12 months ending 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 transactions (electronic funds transfer, cheques, drafts, bills of exchange, promissory notes) and other negotiable instruments must be signed or approved in accordance with the schedule of delegations as approved by the Committee.
- (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.

- (5) With the approval of the Committee, the General Manager 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 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:

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

57.Remuneration of Committee Members

- (1) Committee members may be remunerated for their service to the Association as committee members:
- (2) The level of remuneration may be aligned to the daily rate of Class A2 Level 1 of the Classification Structure Determination made under the *Northern Territory Assembly Members and Statutory Officers (Remuneration and Other Entitlements) Act 2006*.
- (3) The remuneration paid to Committee members, other than the President, will be payable for attendance at committee meetings.
- (4) The remuneration is the amount determined from time to time by resolution at a Committee meeting.
- (5) Committee members may decline to be remunerated.

Part 8 – Grievance and disputes

58.Grievance and disputes procedures

- (1) This clause applies to disputes between:
 - (a) a member and another member; or
 - (b) a member and the Committee.
- (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 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.
- (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 within 45 days of the date in subclause 2, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Part 10 – Miscellaneous

59. General Manager

- (1) The General Manager 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; and
 - (e) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (f) pay all moneys received into the account of the Association within 5 days after receipt;

- (g) make any payments authorised by the Committee or by a General meeting of the Association from the Association's funds; and
 - (h) ensure all transactions (electronic funds transfer, cheques, drafts, bills of exchange, promissory notes) and other negotiable instruments must be signed or approved in accordance with the schedule of delegations as approved by the Committee.
- (2) The General Manager must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
 - (3) The General Manager must coordinate the preparation of the Association's annual statement of accounts.
 - (4) If directed to do so by the President, the General Manager must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
 - (5) The General Manager 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 General Manager must perform any other duties imposed by this Constitution on the General Manager.

60. 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 President;
 - (b) the Vice-President
 - (c) the Secretary;
 - (d) 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.

61. Dress Standards

- (1) Dress standards for members utilising the Association's premises will be determined from time to time by a resolution of the Committee.
- (2) Any member who infringes the dress code for a second or subsequent time will be liable to such disciplinary action as determined by the Committee.

62. By-Laws and rules

- (1) The Committee may from time to time make, amend or repeal by-laws or rules not inconsistent with this Constitution for the internal management of the Association.

63. Distribution of surplus assets on winding up

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- (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.

Schedule to the Constitution

Eligibility of committee members (clause 26)

In addition to the criterion specified in the Constitution, a committee member, manager or director must meet the following criteria:

- (1) pass a National Police Check.
- (2) not be declared bankrupt.
- (3) not be banned/restricted from holding any committee or directorship positions as declared by the ASIC.

Expected Standards of Behaviour for the Association Committee

- (1) **Conflict of Interest:** Committee members should avoid any conflict of interest that may arise between their personal interests and the interests of the association. They should disclose any potential conflicts of interest to the Committee and abstain from voting on any matter where they have a conflict of interest.
- (2) **Confidentiality:** Committee members should maintain confidentiality regarding any sensitive information related to the association. They should not disclose any confidential information to any third party without prior approval from the Committee.
- (3) **Diligence:** Committee members should perform their duties with diligence and care. They should attend all meetings, prepare for meetings, and participate in discussions actively.
- (4) **Compliance:** Committee members should comply with all applicable laws, regulations, and policies related to the association.
- (5) **Respect:** Committee members should treat other Committee members, association members, and stakeholders with respect and dignity.
- (6) **Accountability:** Committee members should be accountable for their actions and decisions. They should be transparent in their dealings and provide accurate information to the Committee.
- (7) **Solidarity:** Committee members should support one another in the endeavours agreed to by the Committee to ensure all Committee members are feeling supported by one another and are contributing fairly.

Vacating office (clause 31)

In addition to the circumstances specified in the Constitution, the office of a committee member becomes vacant if –

- (1) charged by state or federal authorities for any charge that may bring the Association into disrepute, including but limited to
 - (a) fraud,
 - (b) embezzlement,
 - (c) assault,
 - (d) sexual or indecent assault etc.

(2) stopped by a court or in law

(3) have declared bankruptcy.
