



CONSTITUTION

OF

RIDING FOR THE DISABLED TOP END

INCORPORATED

As at 03 March 2026

Adopted or Amended	By Whom	Date
Adopted	Special General Meeting	3 rd March 2026

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NORTHERN TERRITORY OF AUSTRALIA
ASSOCIATIONS ACT (2003) as at 1 July 2024

CONSTITUTION

OF

RIDING FOR THE DISABLED TOP END INCORPORATED

1. NAME

The name of the Association is Riding for the Disabled Top End Incorporated (**the Association**).

2. OBJECTS OF THE ASSOCIATION

The objects of the Association are:

- (a) To increase the range of recreational therapeutic and training opportunities for people with disabilities through the provision of riding and horse care programs.
- (b) To foster, promote and support the integration of people with disabilities into community activities.
- (c) To publicise and promote the work of the Association.
- (d) To cooperate with any person or organisation whether inside or outside Australia whose objects are similar to those of the Association.
- (e) To liaise with other service providers to people with disabilities, including government instrumentalities and agencies.
- (f) To seek to influence all levels of government; Federal State/ Territory and Local to support and finance the activities of the Association.
- (g) To provide an advocacy / advisory service to the community.
- (h) To undertake such other activities supportive of all the above objects as the Association may determine from time to time.

The Association is established solely for the Objects.

3. POWERS OF THE ASSOCIATION

- 1) Solely for furthering the Objects, the Association, in addition to any powers it has under the Act, has the legal capacity and powers of an association as set out under 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 may –
 - (i) Acquire, hold and dispose of real or personal property.
 - (ii) Open and operate accounts with financial institutions
 - (iii) Invest its money in any security in which trust monies may lawfully be invested.
 - (iv) Raise and borrow money on the terms and in the manner it considers appropriate.
 - (v) Secure the repayment of money raised or borrowed, or the payment of a debt or liability.
 - (vi) Appoint agents to transact business on its behalf; and
 - (vii) Enter 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 subclause (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.

4. DEFINITIONS AND INTERPRETATION

4.1 Definitions

In this Constitution, unless the context otherwise requires:

“Act” means in the context of the Association, the Northern Territory of Australia Associations Act as amended from time to time, which will prevail over the Constitution in the event of any discrepancy between the two documents. Section 21(2) of the Associations Act 2003. (Act)

“Appointed Director” means a Director appointed in accordance with Clause 24.

“Association Financial Year” means the year commencing 1 January and ending on 31 December.

“Association” includes its successors or assigns.

“Board” means the Board of the Association constituted under this Constitution.

“By-Laws” means any by-laws made by the Board under Clause 30.

“Chairperson” means the chairperson for the time being of the Association, who shall be an Elected Director.

“Constitution” means the Constitution for the time being of the Association.

“Director” means a member of the Board and includes an Appointed Director and Elected Director.

“Elected Director” means a Director elected to the Board in accordance with Clause 22 and includes the Chairperson.

“General Meeting” means the annual or any special general meeting of the Association convened in accordance with Clause 17

“Individual Member” means a registered financial member of the Association in accordance with Clause 5.1(a) or 5.1(c)

“Intellectual Property” means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Association or any event, competition, championship, meeting or activity of or conducted, promoted or administered by the Association.

“Life Member” means an Individual Member upon whom life membership of the Association has been conferred under Clause 5.4.

“Member” means a member for the time being of the Association under Clause 5.

“Northern Territory” means the territory of the Northern Territory.

“Objects” means the objects of the Association in Clause 2.

“Operations Manager” means the Operations Manager of the Association for the time being appointed under this Constitution.

“Policy” means the policies made by the Board under Clause 30.

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

“Secretary” means the Secretary of the Association for the time being appointed under this Constitution.

“Special Business” means business of which a notice of motion has been submitted in accordance with Clause 16.

“Special Resolution” means the same meaning as in the Act.

4.2 Interpretation

- (a) Expressions referring to “writing” shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.
- (b) In this Constitution unless the context otherwise requires:
 - (i) a reference to a function includes a reference to a power, authority and duty.
 - (ii) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
 - (iii) words importing the singular include the plural and vice versa.
 - (iv) words importing any gender include all genders.
 - (v) references to persons equally includes individuals, corporations and public authorities.
 - (vi) references to a person include the legal personal representatives, successors and permitted assigns of that person.
 - (vii) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
 - (viii) an expression used in the Act that is given a special meaning for the purposes of the Act, has in any Clause of this Constitution that deals with the same matter, the same meaning as in the Act.
 - (ix) all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.

- (c) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, to be valid and enforceable. If it cannot be read down it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

5. MEMBERS

5.1 Members of Association

The Members of the Association shall consist of:

- (a) Rider Members or their proxy (for riders under 18 years or needing representation)

A rider member or their proxy shall have the right to vote or to hold any office in the Association

They may use the club rooms of the Association and participate in all activities of the Association.

- (b) Social Members

To be eligible for social membership of the Association, a person must have attained the age of 18 years.

A social member shall not have the right to vote or to hold any office in the Association. They may use the club rooms of the Association and participate in all activities of the Association, except riding.

- (c) Volunteer Members

A volunteer member is an active member who, in the opinion of the Board, renders valuable service to the Association.

A volunteer member shall have the right to vote and to hold any office in the Association if over the age of eighteen (18) years. They may use the club rooms of the Association and participate in all activities of the Association.

- (d) Associate Membership

The Board may determine to grant associate membership to members of other associations.

An associate member shall not have the right to vote or to hold any office in the Association.

- (e) Life Members

Life Members, who may attend and participate in debate at General Meetings but shall have no right to vote at General Meetings (except in the event the Life Member is permitted to vote in their capacity as a proxy); and

- (f) such new categories of Members as may be created in accordance with Clause 5.3 of this Constitution.

5.2 Minimum Number of Members

The Association must have at least ten (10) members.

5.3 Creation of New Categories of Membership

The Board has the right and power from time to time to create new categories of membership with such rights (other than voting rights), privileges and obligations as are determined applicable, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights. The Board shall advise the Members of the new categories and the associated rights.

5.4 Life Members

- (a) The Association may, from among persons who have provided long and meritorious service with the Association, appoint Life Members in recognition of their efforts in furthering the interests of the Association.
- (b) A Life Member may only be elected by Special Resolution at an Annual General Meeting.
- (c) Upon life membership being conferred, the person's details shall be entered upon the register. A person shall become a Life Member from the time their life membership is formally announced.

6. MEMBERSHIP APPLICATIONS

6.1 Application for Membership

An application for membership of the Association must be:

- (a) in writing on the form prescribed from time to time by the Board and lodged with the Association.
- (b) accompanied by the appropriate fee, if any.
- (c) Signed by the person and both members referred to in paragraph (d)
- (d) Be proposed by one member and seconded by another member
- (e) The Association must consider any application for membership at the next Board meeting and must accept or reject the application at that meeting or the next.

6.2 Discretion to Accept or Reject Application for Membership

- (a) The Board may accept or reject an application and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Board accepts an application, the applicant shall become a Member. Membership of the Association shall be deemed to commence upon acceptance of the application by the Board. The Secretary shall amend the register accordingly as soon as practicable.
- (c) Where the Board rejects an application, the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

6.3 Appeal of Decision by Board for Membership

- (a) 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.
- (b) If an applicant gives notice of an appeal against the rejection of his or her application, the Board must reconsider the application at the next Board meeting after receipt of the notice of appeal.
- (c) If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.

7 ASSOCIATION REGISTER OF MEMBERS

The Association shall keep and maintain a register of Members in which shall be entered such information as is required under the Act from time to time.

7.1 Inspection of Register

Having regard to privacy and confidentiality considerations, an extract of the register excluding the address of any Member, shall be available for inspection (but not copying), upon reasonable request.

8 SUBSCRIPTIONS AND FEES

- (a) Fees including, but not limited to, annual membership fees, registration fees and levies payable by Members (or any category of Member) to the Association, the basis of, the time for and the manner of payment shall be determined by the Board.
- (b) Monies payable to the Association by the Members under Clause 8 (a) shall be forwarded to the Association by such dates as are prescribed by the Board.
- (c) Any Member which has not paid all monies due and payable by that Member to the Association, within 2 months of the end of the financial year, shall (subject to the Board's discretion), have all rights under this Constitution immediately suspended from the expiry of the time prescribed

for payment of those monies. Such rights will be suspended until the monies are fully paid or otherwise in the Board's discretion. The Member shall be dealt with in the Board's discretion, which includes the right to suspend, disqualify, discipline or retain (but not impose a financial penalty) that Member as a Member, or impose such other conditions or requirements as the Board considers appropriate.

9 EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association, and they are bound by this Constitution, any By-Laws, Policies and Rules.
- (b) they shall comply with and observe this Constitution, any By-Laws, Policies and Rules and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee.
- (c) by submitting to this Constitution, any By-Laws, Policies and Rules they are subject to the jurisdiction of the Association
- (d) this Constitution, any By-Laws, Policies and Rules are made in pursuit of a common object, namely the mutual and collective benefit of the Association and the Members.
- (e) this Constitution, any By-Laws, Policies and Rules are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Association; and
- (f) they are entitled to all benefits, advantages, privileges and services of the relevant Association membership category.

10 DISCIPLINE OF MEMBERS

10.1 Disciplinary Action

Where the Board is advised or considers that a member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, the Policies or the Rules or any resolution or determination of the Board; or
- (b) acted in a manner unbecoming of a member or prejudicial to the Objects and interests of the Association or
- (c) brought the Association into disrepute.

the Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the Association.

10.2 Disciplinary Process

- 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 and include –
 - (i) the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
 - (b) be given to the member not less than 30 days before the date of the Board meeting referred to in paragraph 10.2 (a)(i).
- 3) At the meeting, the Board must afford the member a reasonable opportunity to be heard or to make representations in writing.
- 4) The Board 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 10.3, 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.

10.3 Appeals against Suspension or Expulsion

- 1) A member who is suspended or expelled under Clause 10 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Board'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 Board 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 Board to suspend or expel him or her is confirmed by a resolution of the members.

11 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 a Board member
- (b) non-payment of the annual membership fee within the time allowed under Clause 8(b)
- (c) expulsion for discipline under Clause 10
- (d) if a member dies or the whereabouts of a member are unknown, the Board must terminate the member's membership

12 GENERAL MEETINGS

12.1 Powers of the General Meeting

The Association in General Meeting shall act in accordance with the Objects and for the mutual and collective benefit of the Members. The Association in General Meetings will act in the best interests of the Association and will in addition to its other powers and functions under the Act:

- (a) requisition a General Meeting
- (b) convene a General Meeting
- (c) elect / dismiss Directors
- (d) determine Directors fees (as applicable)
- (e) alter the Constitution
- (f) consider the annual report
- (g) consider Special Resolutions; and
- (h) be the final arbiter on matters referred to it by the Board.

12.2 Conduct of General Meetings

Without limiting the power of the Association to regulate its meetings as it thinks fit a meeting of the Association may be held where one (1) or more of the members is not physically present at the meeting, provided that:

- (i) all persons participating in the meeting can communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication
- (ii) notice of the meeting is given to all the Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Association

- (iii) in the event of a failure in communications prevents Clause 12.2, (b), (b)(i) from being satisfied by a quorum of Member Associations then the meeting shall be suspended until Clause 12.2, (b), (b)(i) is satisfied again. If such is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated; and
- (iv) no meeting shall be invalidated merely because no Member is physically present at the place for the meeting specified in the notice of meeting.

13 ANNUAL GENERAL MEETING TO BE HELD

- (a) Following the end of the Association Financial Year, an Annual General Meeting of the Association shall be held within 5 months in accordance with the Act and this Constitution on a date and at a venue to be determined by the Board.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

14 NOTICE OF GENERAL MEETINGS

- (a) Notice of every General Meeting shall be given to every Member and Director at the address appearing in the register kept by the Association. No other person shall be entitled as of right to receive notices of General Meetings, except the Association's auditor(s).
- (b) At least forty (40) days' notice of the place, day and hour of the General Meeting shall be given.
- (c) At least thirty (30) days' notice of the business to be transacted at a General Meeting shall be given, together with:
 - (i) Any notice of motion received from any Member, Director or the Board in accordance with this Constitution
 - (ii) relevant accounts and reports in accordance with this Constitution and the Act; and
 - (iii) the agenda for the meeting.

15 BUSINESS OF GENERAL MEETINGS

15.1 Business to be Transacted

- (a) The business to be transacted at the Annual General Meeting includes the consideration of the accounts and the reports of the Board and the auditors, the declaration of Directors and the appointment of auditors.
- (b) All business that is transacted at a General Meeting, with the exception of those matters set out in Clause 12.1(a) shall be Special Business. "Special Business" is business of which a notice of motion has been submitted in accordance with Clause 16.

15.2 No Other Business

No business other than that stated on the notice for a meeting shall be transacted at the General Meeting.

16 NOTICES OF MOTION

All notices of motion from Members and/or the Board for inclusion as Special Business at a General Meeting must be submitted in writing (in the required form) to the Secretary not less than thirty (30) days (excluding receiving date and meeting date) prior to the General Meeting.

17 SPECIAL GENERAL MEETINGS

17.1 Special General Meetings may be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Association including to address any outstanding agenda items from the Annual General Meeting.

17.2 Requisition of Special General Meetings

- (a) The Board shall on the requisition in writing convene a Special General Meeting if made by a majority of not less than half of the Members of the Association at the relevant time plus one.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one (1) or more of the Members making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within ninety (90) days after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than ninety (90) days after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

18 PROCEEDINGS AT GENERAL MEETINGS

18.1 Quorum Present

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be a total of five (5) Members.

18.2 Chairperson to Preside

The Chairperson shall, subject to this Constitution, preside at every General Meeting of the Association. If the Chairperson is not present, or is unwilling or unable to preside, the Directors shall elect one of the remaining Directors who shall, subject to this Constitution, preside as chair for that meeting only.

18.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.
- (b) The chair may, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in Clause 0(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

18.4 Poll

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands):

- (a) directed by the chair; or
- (b) demanded by over half the Members present.

18.5 Recording of Determinations

Except when a poll is conducted in terms of Clause 18.4, a declaration by the chair that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

18.6 Where Poll Demanded

If a poll is conducted under Clause 18.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs, and the

result of the poll shall be the resolution of the motion in respect of which the poll was conducted.

19 ENTITLEMENTS AT GENERAL MEETINGS

- (a) Each Individual Member shall have voting rights. Each Individual Member shall have one (1) vote. The chair shall not have a casting vote. Where voting is equal the vote shall be lost. No other person shall be entitled to vote but shall, subject to this Constitution, have and be entitled to exercise those rights set out in Clause 5.1.
- (b) Each Director and Life Member is entitled to notice of, and to attend and debate at all General Meetings.
- (c) Notwithstanding any other Clause of this Constitution, no Member shall be represented at, or take part in a General Meeting, unless all monies then due and payable by that Member to the Association are paid.

20 POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of the Association shall be governed, and the powers of the Association shall be exercised, by the Board. The Board shall act in accordance with the Objects of the Association and shall operate for the collective and mutual benefit of the Association and the Members.

21 COMPOSITION OF THE BOARD

21.1 Composition

The Board will, subject to this Constitution, comprise of between five (5) and eight (8) Directors being:

- (a) Five (5) Elected Directors elected under Clause 24;
- (b) Three (3) Appointed Directors who need not be members and who will be appointed by the Board,
- (c) The Operations Manager shall be a non-voting Member of the Board and will not be considered for formulating the required quorum

21.2 Chairperson

- (a) The position of Chairperson shall be appointed by the Board from amongst their lot as soon as practicable after each Annual General Meeting. The appointee will hold the position until the conclusion of the next Annual General Meeting following their appointment. A Director may be re-appointed as Chairperson.

21.3 Public Officer

- (a) 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.
- (b) The Public Officer must keep a current copy of the constitution of the Association.

21.4 Secretary

- (a) The Secretary must:
 - (i) coordinate the correspondence of the Association;
 - (ii) ensure minutes of all proceedings of General Meetings and of committee meetings are kept in accordance with section 38 of the Act;
 - (iii) maintain the register of members in accordance with section 34 of the Act;
 - (iv) perform any other duties imposed by this Constitution on the Secretary.

21.5 Qualifications of Directors

- (a) All Elected Directors must be Individual Members at the time of nomination and during their term in office.
- (b) An employee of the Association cannot retain that position if elected to the Board.
- (c) Subject always to the law, the Board will determine necessary requirements and qualifications for eligibility as Directors from time to time and the Board shall advise the Members of any requirements, qualifications and modifications when determined.

21.6 Portfolios

The Board may determine the interests of the Association are best served by the allocation of portfolios to Directors. The Board shall be entitled to vary the titles and portfolios of each of the Directors in accordance with the needs of the Association from time to time.

22 ELECTION OF ELECTED DIRECTORS

22.1 Nominations for Elected Directors

Nominations must be received by the Association from Individual Members to be considered for election as Directors fifty (50) days prior to the relevant General Meeting. When calling for nomination's details of the necessary requirements and qualifications (if any) applicable to the position shall also be provided.

22.2 Form of Nomination

Nominations for election to the Board pursuant to Clause 22.1 must be in writing on the prescribed form provided for that purpose.

22.3 Election Process

Elections for Elected Directors shall be conducted using a 'simple majority' method. A ballot shall be conducted and declared at the Annual General Meeting.

23 TERM OF OFFICE FOR DIRECTORS

23.1 Elected Directors

(a) Elected Directors shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to early retirement or removal of Directors, Elected Directors shall remain in office from the conclusion of the annual general meeting at which they were elected until the conclusion of the second subsequent annual general meeting following their election.

(b) The sequence for retirement of Elected Directors shall be determined by the Board and staggered over two (2) years as follows:

(i) Three (3) Elected Directors shall retire in the first year following their election; and

(ii) Three (3) Elected Directors shall retire in the second year following their election,

so that after two (2) years the six (6) original Elected Directors will have retired, after which any replacement Elected Directors will (subject to the terms of this Constitution) retire at the expiry of their term as an Elected Director. If the Board cannot agree on the staggering of retirements, it shall be determined by lot.

(c) Should any adjustment to the term of an Elected Director elected under this Constitution be necessary to ensure:

(i) the sequence of retirements under Clause 23.1(b); and

(ii) the rotational terms under Clause 23.1(b);

such adjustment shall be determined by the Board. If the Board cannot agree it will be determined by lot. Elections to, and vacancies on, subsequent Boards shall then proceed in accordance with the procedures in this Constitution.

(d) An Elected Director may not serve more than three consecutive terms as a Director, including where one or more of the terms is as an Appointed Director. For the purpose of this Clause 23.1(d) service:

(i) of each full or part term as an Elected Director is to count as one term toward the three-term limit under Clause 23.1(d);

- (ii) of each full or part term served by filling a casual vacancy is to be treated as a full term and is to count as one term towards the three term limit For the avoidance of doubt, this is regardless of whether a Director only served one year of a two year term, a period of one term is to be applied for the purposes of calculating the three term limit
- (iii) of each full or part term served by an Appointed Director under Clause 24.1(a) is to be treated as a full term of an Appointed Director and is to count as one third of a term toward the three-term limit under Clause 23.1(d).
- (iv) the calculation of time served by a Director toward the three-term limit under Clause 23.1(d) is to commence from the completion of the 2025 Annual General Meeting. For the avoidance of doubt, any time period spent by any Director prior to the commencement of the 2025 Annual General Meeting (as either an Elected Director or an Appointed Director) shall not be relevant or applicable to the three term limit under Clause 23.1(d) (i.e. as at the completion of the 2025 Annual General Meeting each Director shall start at 0 for the purposes of the three term limit under Clause 23.1(d).
- (e) A Director who has served a maximum term in accordance with Clause 23.1(d) shall not be eligible to be a Director until the third annual general meeting following the date of conclusion of his last term as an Elected Director.

24 APPOINTED DIRECTOR

24.1 Term of Appointed Director

- (a) The Appointed Director shall be appointed for the term determined by the Elected Directors, provided such term is not greater than one (1) year. An Appointed Director may not serve more than six (6) years as an Appointed Director, including where any of the time is served as an Elected Director. For the purposes of this Clause 24.1 service:
 - (i) of each full or part term as an Elected Director is to count as two years toward the six-year limit under Clause 24.1(a).
 - (ii) of each full or part term served by filling a casual vacancy in an Elected Director position under Clause 27 is to be treated as a full term of an Elected Director and is to count as two (2) years towards the six (6) year limit under Clause 24.1(a). For the avoidance of doubt, this is regardless of whether a Director only served one (1) year of a two (2) year term, a two (2) year time period is to be applied for the purposes of calculating the six (6) year limit under Clause 24.1(a).
 - (iii) of each full or part term served as an Appointed Director under Clause 24 is to count as one (1) year toward the six (6) year limit under Clause 24.1(a); and

- (iv) of each full or part term served by an Appointed Director under Clause 24.1(a) is to be treated as a full term of an Appointed Director and is to count as one (1) year toward the six (6) year limit under Clause 24.1(a).
- (v) the calculation of time served by a Director toward the six (6) year time limit under Clause 24.1(a) is to commence from the completion of the 2025 Annual General Meeting. For the avoidance of doubt, any time period spent by any Director prior to the commencement of the 2025 Annual General Meeting (as either an Elected Director or an Appointed Director) shall not be relevant or applicable to the six (6) year limit under Clause 24.1(a) (i.e. as at the completion of the 2025 Annual General Meeting each Director shall start at 0 for the purposes of the six (6) year time limit under Clause 24.1(a).
- (b) An Appointed Director who has served a maximum term in accordance with Clause 24.1(a) shall not be eligible to be a Director until the second annual general meeting following the date of conclusion of his last term as a Director.

25 VACANCIES OF DIRECTORS

25.1 Grounds for Termination of Director

In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) is no longer an Individual Member
- (b) dies
- (c) becomes legally bankrupt
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health
- (e) resigns their office by providing notice in writing to the Association
- (f) is absent from three (3) consecutive meetings without explanation acceptable to the Board.
- (g) without the prior consent or later ratification of the Members in General Meeting, holds any office of profit under the Association
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest
- (i) is removed from office by Special Resolution; or
- (j) would otherwise be prohibited from being a director of a corporation under the Act.

25.2 Casual Vacancies

Any casual vacancy occurring in the office of a Director will be filled by the Board from appropriately qualified persons. Any such vacancy shall only be filled for the remainder of the Director's term under this Constitution.

25.3 Remaining Directors May Act

In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

26 MEETINGS OF THE BOARD

26.1 Board to Meet

The Board shall meet a minimum of six (6) times per year but as often as is deemed necessary for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate, its meetings as it thinks fit.

26.2 Chair

The Chairperson shall chair any Board meeting at which they are present. If the Chairperson is not present or is unwilling or unable to preside the remaining Directors shall appoint one of their number to preside as chair for that meeting only.

26.3 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors present and entitled to vote shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question.

26.4 Resolutions Not in Meeting

- (a) A resolution in writing, signed or assented to by facsimile or other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one (1) or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting can communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board

- (iii) in the event of a failure in communications prevents Clause 26.4(b)(i) from being satisfied by a quorum of Directors then the meeting shall be suspended until Clause 0(b)(i) is satisfied again. If such is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated; and
- (iv) no meeting shall be invalidated merely because no Director is physically present at the place for the meeting specified in the notice of meeting.

26.5 Quorum

At meetings of the Board the number of Directors whose presence or participation under Clause 26.4 is required to constitute a quorum represents half of the Directors of the Board at that time plus one.

26.6 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence), not less than seven (7) days' written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than four (4) days prior to such meeting.

26.7 Validity of Board Decisions

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

27 CONFLICTS

A Director shall declare to the Board his interest in any:

- (a) contractual matter
- (b) selection matter
- (c) disciplinary matter
- (d) financial matter; or
- (e) other matter

in which an actual or perceived conflict of interest arises or may arise and shall, unless otherwise determined by the Board, absent themselves from discussion of such matter and shall not be entitled to vote in respect of such matter. In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

The Secretary shall maintain a register of declared interests.

28 OPERATIONS MANAGER

28.1 Appointment of Operations Manager

The Operations Manager shall be appointed by the Board for such term and on such conditions as it thinks fit.

28.2 The Operations Manager shall:

- (a) be responsible for the day-to-day management of the Association subject to the supervision of the Board of Directors.
- (b) as far as practicable attend all Board meetings and General Meetings.
- (c) prepare the notice of and agenda for all Board meetings and all General Meetings.
- (d) ensure that minutes of the proceedings of all Board meetings and General Meetings are recorded and prepared.
- (e) regularly report to the Board on the activities of, and issues relating to, the Association.
- (f) act as the Secretary and Public Officer of the Association.

28.3 Broad Power to Manage

Subject to the Act, this Constitution, any Policies and any directive of the Board, the Operations Manager has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the General Meeting shall invalidate any prior act of the Operations Manager or the Board which would have been valid if that resolution had not been passed.

28.4 Operations Manager May Employ

The Operations Manager, in consultation with the Board, may employ such office personnel as are deemed necessary from time to time. Such appointments shall be for such period and on such conditions as the Operations Manager and the Board determine.

29 DELEGATIONS

29.1 Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint from among the Directors or otherwise, committees, individual officers or consultants to carry out such duties and functions and with such powers, as the Board determines.

29.2 Delegation by Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board or the Operations Manager by the Act or any other law or this Constitution.

29.3 Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this Clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

29.4 Procedure of Delegated Entity

The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under Clause 26. The quorum shall be determined by the Board but shall be no less than one half of the total number of Board members.

29.4 Delegation may be Conditional

A delegation under this Clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

29.5 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Clause, and may amend, repeal or veto any decision made by such body or person under this Clause.

30 BY-LAWS AND POLICIES

30.1 Board to Formulate By-Laws and Policies

The Board may (by itself or by delegation) formulate, approve, issue, adopt, interpret and amend such By-Laws and Policies for the proper advancement, management and administration of the Association and, the advancement of the Objects as it thinks necessary or desirable. Such By-Laws and Policies must be consistent with this Constitution.

30.2 By-Laws and Policies Binding

All By-Laws and Policies made under this Clause shall be binding on the Association and Members.

30.3 By-Laws and Policies Deemed Applicable

All powers, rules, regulations, policies and by-laws of the Association in force at the date of the approval of this Constitution under the Act insofar as such powers, rules, regulations, policies or by-laws are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws and Policies under this Clause.

30.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws and Policies shall be advised to Members by means of notices approved by the Board and prepared and issued by the Secretary. Notices are binding upon all Members.

31 RECORDS AND ACCOUNTS

31.1 Association to Keep Records

The Association shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these as appropriate at each Board meeting or General Meeting.

31.2 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Operations Manager.

31.3 The Association to Retain Records

The Association shall retain such records for not less than seven (7) years after the completion of the transactions or operations to which they relate.

31.4 Board to Submit Accounts

The Board shall submit to the Annual General Meeting the accounts of the Association in accordance with this Constitution and the Act.

31.5 Accounts Conclusive

The accounts when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three (3) months after such approval or adoption.

31.6 Accounts to be Provided to Members

The Secretary shall cause to be provided to all persons entitled to receive notice of Annual General Meetings of the Association in accordance with this Constitution, a copy of the accounts, the Board's report, the auditor's report and every other document required under the Act.

31.7 Audited Statement of Accounts Available for Inspection

The Secretary shall make available the auditor's statement of accounts to Members at least fourteen (14) days prior to the Annual General Meeting.

32 FINANCIAL MANAGEMENT

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

- 2) Subject to any restrictions imposed by the Association at a general meeting, the Board may approve expenditure on behalf of the Association within the limits of the budget.
- 3) All payments, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members.
- 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 Board, the Operations 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.

33 APPLICATION OF INCOME AND PROPERTY

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (b) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- (c) No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.
- (d) Nothing contained in Clauses 33(b) or 33(c) shall prevent payment in good faith to any Member:
 - (i) for any services rendered to the Association whether as an employee or otherwise
 - (ii) for goods supplied to the Association in the ordinary and usual course of business
 - (iii) of interest on money borrowed from any Member
 - (iv) of rent for premises demised or let by any Member to the Association; or
 - (v) for any out-of-pocket expenses incurred by the Member on behalf of the Association

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

34 AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by a General Meeting and the remuneration of such auditor or auditors fixed by the Board. The auditor's duties shall be regulated in accordance with the Act.
- (b) The accounts of the Association including the profit and loss accounts and balance sheet shall be examined by the auditor or auditors at least once in every year.

35 NOTICES

35.1 Manner of Notice

- (a) Notices may be given to any Member by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected two (2) days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

36 DISPUTE RESOLUTION

- (a) This Clause 36 applies to disputes between:
 - (i) a Member and another Member; or
 - (ii) a Member and the Board.
- (b) 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.
- (c) 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 7 days after the meeting, hold another meeting in the presence of a mediator.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or

- (ii) in the absence of agreement:
 - (A) for a dispute between a Member and another Member – a person appointed by the Board; or
 - (B) for a dispute between a Member and the Board – a person who is a mediator appointed or employed by the department administering the Act.
- (e) An Individual Member can be a mediator.
- (f) The mediator cannot be a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) 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.

37 ADDITION ALTERATION OR AMENDMENT

37.1 No addition, alteration or amendment shall be made to this Constitution unless it has been approved by Special Resolution.

37.2 If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

38 WINDING UP OF ASSOCIATION AND LIABILITY OF MEMBERS

38.1 Distributions of Property on Winding Up

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be paid to or distributed to an organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association by Clause 33. Such organisation to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Northern Territory as may have or acquire jurisdiction in the matter.

39 INDEMNITY

39.1 Directors to be Indemnified

Every Director, auditor, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by him in his capacity as Director, auditor, employee or agent in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.

39.2 The Association to Indemnify Directors

The Association shall indemnify its Directors and employees against all damages and costs (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (b) in the case of an employee, performed or made during, and within the scope of his employment by the Association.