



November 2022

Constitution of

Katherine Women's Information and Legal
Service Incorporated

ABN 74 628 995 581

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PART 1 – PRELIMINARY

1. NAME

The name of the incorporated association ("**the Association**") is Katherine Women's Information and Legal Service Incorporated.

2. PHILOSOPHICAL PRINCIPLES

- (a) The Association is an organisation working for the advancement of the rights of women and non-binary people, with a particular focus on the reduction of domestic, family and sexual violence.
- (b) The Association recognises that women and non-binary people do not have equal access to justice and the legal system and that the causes of this are social, political and historical.
- (c) The Association believes diversity is in itself a worthy end. It provides legal services to all women and non-binary people, and endeavours to ensure its staff, management and membership is as diverse as its clients.
- (d) The Association provides an inclusive service which does not discriminate based on race, cultural and linguistic background, religion, sexual orientation, class, age or ability.

3. OBJECTS AND PURPOSES

The objects and purposes of the Association are:

- (a) To provide free and confidential legal assistance, information, advice, representation and education through a holistic approach and an inclusive lens for all women and non-binary people of Katherine and the Big Rivers Region.
- (b) To afford special concern to women and non-binary people who face additional barriers for reasons such as, but not limited to: race, culture, disability, language, poverty, age and sexuality.
- (c) To support women and non-binary people who are affected by domestic and family violence, women in rural, regional and remote communities, and women and non-binary people who cannot afford to access existing legal services, with an overall focus on reducing domestic, family and sexual violence.
- (d) To educate and provide specialised support to women and non-binary people and the community in general so that women and non-binary people can participate fully and confidently in legal matters which affect them.
- (e) To enable stakeholders to identify, support and refer victims of domestic, family and sexual violence to appropriate services.
- (f) To research and evaluate the impact of existing laws and legal processes on women's access to justice, and advocate towards law and policy reform seeking changes beneficial to women and non-binary people.
- (g) To apply for, receive and administer any grant or loan made to the Association under any Council, State, Territory or Federal Government bodies; or from private or individual organisations to ensure service sustainability.
- (h) To work towards the empowerment of all women and non-binary people within the legal system and consequently within society.

- (i) The Association supports and upholds the principles of: the Declaration on the Elimination of Violence against Women; the Convention on the Elimination of All Forms of Discrimination against Women; Universal Declaration on Human Rights; the Convention on Civil and Political Rights, the Declaration on the Rights of Indigenous Peoples; the Convention on the Rights of the Child; and the Convention on the Rights of Persons with Disabilities.

4. **MINIMUM NUMBER OF MEMBERS**

The Association must have at least five members.

5. **DEFINITIONS**

In this Constitution, unless the contrary intention appears:

"Aboriginal and Torres Strait Islander" means a person who:

- (a) identifies as Aboriginal or Torres Strait Islander; and
- (b) is accepted as an Aboriginal or Torres Strait Islander by the Aboriginal or Torres Strait Islander Community

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

"Annual General Meeting" means an annual general meeting of members convened in accordance with clause 53 of this Constitution;

"Associate Member" means a person whose application to become a member of the Association under clause 14(b) has been accepted by the Committee and meets the requirements of an Associate Member under clause 13;

"Chairperson" means the chairperson of the Association appointed in accordance with clause 53(c) of this Constitution;

"Committee" means the Management Committee of the Association;

"Committee Member" includes any person occupying the position of Committee Member of the Association;

"Constitution" means this constitution as amended;

"Culturally and Linguistically Diverse Background" means a person who:

- (a) was born in a non-English speaking environment;
- (b) identifies as being of a culturally and linguistically diverse background; and
- (c) is accepted as being of a culturally and linguistically background by that person's community;

"Financial Institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* (Cth);

"General Meeting" means a general meeting of members convened in accordance with clause 51;

"Member" means an Ordinary Member or Associate Member of the Association;

"non-binary" means a person who does not exclusively identify as male or female;

Ordinary Member" means a person whose application to become a member of the Association under clause 14(a) has been accepted by the Committee and meets the requirements of an Ordinary Member under clause 12;

"Organisation" means an incorporated association in the Northern Territory;

"Public Officer" means the person elected or appointed to the role of public officer of the Association in accordance with this Constitution;

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

"Secretary" means the person elected or appointed to the role of secretary of the Association in accordance with this Constitution;

"Special Resolution" means a resolution notice of which is given under clause 54 and passed in accordance with section 37 of the Act;

"Special General Meeting" means a special meeting of members convened in accordance with clause 52 of the Constitution;

"Treasurer" means the person elected or appointed to the role of treasurer of the Association in accordance with this Constitution;

"Vice-Chairperson" means the vice-chairperson of the Association appointed in accordance with clause 53(c)(iii) of this Constitution;

"Women" refers to females and those identifying as women;

"Working Day" means a day that is not a Saturday, Sunday or public holiday and on which banks are open for business generally, in the town of Katherine, Northern Territory.

PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION

6. POWERS OF ASSOCIATION

- (a) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- (b) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, 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 into any other contract it considers necessary or desirable.

- (c) The Association must not distribute any income or assets directly or indirectly to its Members, except as provided in subclauses (d).
- (d) Subclause (c) does not stop the Association from doing the following things, provided they are done in good faith:
 - (i) 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
 - (ii) making a payment to a member in carrying out the Association's purposes.

7. EFFECT OF CONSTITUTION

- (a) 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.
- (b) This Constitution supersedes and prevails over any other constitution entered into by the Association.

8. INCONSISTENCY BETWEEN CONSTITUTION AND ACT

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

9. ALTERING THE CONSTITUTION

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

PART 3 – MEMBERS

Division 1 – Membership

10. REGISTER OF MEMBERS

- (a) The Association must establish and maintain a Register of Members.
- (b) The Register of Members must be kept by the Secretary and must contain the:
 - (i) full name of each Member;
 - (ii) address or alternative address nominated by the Member for the service of notices; and
 - (iii) date the Member was entered on to the Register of Members and the date on which the Member ceased to be a Member.
- (c) The Association must give current Members access to the Register of Members.
- (d) Information that is accessed from the Register of Members must only be used in a manner relevant to the interests or rights of Members.

11. CATEGORIES OF MEMBERSHIP

The Association shall have the following categories of membership:

- (a) **Ordinary Members**

An Ordinary Member shall have the right to vote and to hold any office in the Association.

(b) **Associate Members**

An Associate Member shall have the rights set out in clause 23.

12. **ELIGIBILITY FOR ORDINARY MEMBERS**

Membership of the Association shall be open to any adult woman or non-binary person who permanently resides in the Northern Territory, who is not an employee of the Association and who supports the objects and purposes of the Association.

13. **ELIGIBILITY FOR ASSOCIATE MEMBERS**

- (a) Associate membership of the Association shall be open to:
 - (i) any adult woman or non-binary person who permanently resides in the Northern Territory, who is not an employee of the Association and who supports the objects and purposes of the Association; and
 - (ii) Organisations which support the objects and purposes of the Association.
- (b) Where an Associate Member is an Organisation, the Organisation is entitled to appoint a woman or non-binary delegate to attend meetings to be agreed to by the Committee.

14. **APPLICATION FOR MEMBERSHIP**

- (a) To apply to become an Ordinary Member of the Association a person must:
 - (i) submit a written application for membership to the Committee in a form approved by the Committee and signed by the person and both of the members referred to in subparagraph (ii); and
 - (ii) be proposed by one member and seconded by another member; and
 - (iii) meet the requirements of an Ordinary Member as set out in clause 12.
- (b) To apply to become an Associate Member of the Association a person must:
 - (i) submit a written application for membership to the Committee in a form approved by the Committee and signed by the person and both of the members referred to in subparagraph (a)(ii); and
 - (ii) be proposed by one member and seconded by another member; and
 - (iii) meet the requirements of an Associate Member as set out in clause 13.

15. **APPROVAL OF COMMITTEE**

- (a) The Committee must consider any application made under clause 14 at the next available committee meeting and must accept or reject the application at that meeting or the next.
- (b) 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.
- (c) 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.

- (d) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

16. JOINING FEE

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

17. ANNUAL MEMBERSHIP FEES

- (a) The annual membership fee is the amount determined from time to time by resolution at a General Meeting.
- (b) Each Member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Committee from time to time.
- (c) A Member whose subscription is not paid within 6 months after the due date ceases to be a Member unless the Committee determines otherwise.
- (d) The name of a lapsed Member shall be removed as soon as practicable from the Members' mailing list.

Division 2 – Rights of members

18. GENERAL

- (a) Subject to clause 19(b), a member may exercise the rights of membership when his or her name is entered in the Register of Members.
- (b) A right of membership of the Association:
 - (i) is not capable of being transferred or transmitted to another person or Organisation; and
 - (ii) terminates on the cessation of membership whether by death, resignation or otherwise.

19. VOTING

- (a) Subject to subclause (b) and clause 23, each Ordinary Member has one vote at General Meetings of the Association. An Associate Member has no right to vote at General Meetings of the Association.
- (b) An Ordinary Member is not eligible to vote until 10 Working Days after the application has been accepted.

20. 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.

21. 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;
- (d) the Register of Members.

22. RAISING GRIEVANCES AND COMPLAINTS

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

23. ASSOCIATE MEMBERS

- (a) An Associate Member shall not be entitled to vote or hold any office in the Association.
- (b) An Associate Member may have other rights as determined by the Committee or by resolution at a general meeting.
- (c) An Associate Member shall be entitled to speak at General Meetings.
- (d) An Associate Member can be co-opted into sub-committees where deemed appropriate by the Committee.

Division 3 – Termination, death, suspension and expulsion

24. 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, any resignation under this paragraph takes effect on the date of receipt by the Secretary or another Committee Member, or where a later date is specified in the notice of resignation, on that date;
- (b) non-payment of the annual membership fee within the time allowed under clause 17(c); or
- (c) expulsion in accordance with this Division.

25. 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.

26. SUSPENSION OR EXPULSION OF MEMBERS

- (a) If the Committee considers that a Member should be suspended or expelled because the conduct is detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the Member.
- (b) The notice must:

- (i) be in writing and include:
 - (A) the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
 - (B) the particulars of the conduct; and
- (ii) be given to the Member not less than 30 days before the date of the Committee meeting referred to in clause 26(b)(i)(A).
- (c) At the meeting, the Committee must afford the Member a reasonable opportunity to be heard or to make representations in writing.
- (d) 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.
- (e) Subject to clause 27, 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.

27. APPEALS AGAINST SUSPENSION OR EXPULSION

- (a) A Member who is suspended or expelled under clause 26 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision.
- (b) 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.
- (c) 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.
- (d) 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 Ordinary Members.

PART 4 – MANAGEMENT COMMITTEE

Division 1 – General

28. ROLE AND POWERS

- (a) The business of the Association must be managed by or under the direction of a Management Committee.
- (b) 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.
- (c) The Committee may appoint and remove staff.
- (d) The Committee may establish one or more subcommittees consisting of the Members of the Association the Committee considers appropriate.

29. COMPOSITION OF COMMITTEE

- (a) The Management Committee consists of:

- (i) a Chairperson;
 - (ii) a Vice-Chairperson;
 - (iii) a Secretary;
 - (iv) a Treasurer; and
 - (v) a maximum of five Ordinary Members.
- (b) Where practicable, the Committee shall include women or non-binary people of Culturally and Linguistically Diverse Backgrounds and Aboriginal and Torres Strait Islander women or non-binary people.
 - (c) Unless elected directly as a separate office holder, the Committee must appoint one Committee Member to be the Association's Public Officer.
 - (d) The Association's Public Officer will be the Chief Executive Officer, unless they hold a separate office in the Committee.

30. **DELEGATION**

- (a) The Committee may delegate to a subcommittee or staff any of its powers and functions other than:
 - (i) this power of delegation; or
 - (ii) a duty imposed on the Committee by the Act or any other law.
- (b) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (c) The Committee may, in writing, revoke wholly or in part the delegation.

31. **ELIGIBILITY OF COMMITTEE MEMBERS**

- (a) A Committee Member must be an Ordinary Member who:
 - (i) meets the eligibility criteria as an Ordinary Member as set out in clause 12;
 - (ii) is not an Organisation;
 - (iii) has not been employed by the Association in the preceding 2 years; and
 - (iv) does not have a material conflict of interest with the Association unless they have disclosed the nature and extent of that interest during election at the Annual General Meeting and the existing Committee Members are satisfied that the conflict of interest is not likely to have a significant adverse effect on either the ability of the person to properly perform their duties or responsibilities as a Committee Member or on the reputation of the Association or both.
- (b) Clause 31(a)(iv) does not apply to a personal interest of an Ordinary Member:
 - (i) that exists only because the Ordinary Member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) that the Member has in common with all, or a substantial proportion of, the Members of the Association.

- (c) Committee Members must be elected to the Committee at an Annual General Meeting or appointed under clause 39.

Division 2 – Tenure of office

32. NOMINATIONS FOR ELECTION TO COMMITTEE

- (a) An Ordinary Member is not eligible for election to the Committee unless the Secretary receives a written nomination for that Ordinary Member not less than 7 days before the date of the Annual General Meeting.
- (b) The nomination must be signed by:
 - (i) the nominator and a seconder; and
 - (ii) the nominee to signify their willingness to stand for election.
- (c) An Ordinary Member who is eligible for election or re-election under this clause may:
 - (i) propose or second oneself for election or re-election; and
 - (ii) vote for oneself.

33. RETIREMENT OF COMMITTEE MEMBERS

- (a) A Committee Member holds office until the next Annual General Meeting unless the Member vacates the office under clause 37 or is removed under clause 38.
- (b) Subject to subclause (c), at an Annual General Meeting the office of each Committee Member becomes vacant and elections for a new Committee must be held.
- (c) The Chairperson of the outgoing Committee must preside at the Annual General Meeting until a new Member is elected as Chairperson.

34. TERM OF APPOINTMENT

- (a) A Committee Members' appointment is valid for a period of two years.
- (b) Committee Members may serve a maximum of two consecutive terms on the Committee. A Committee Member who has served two consecutive terms on the Committee is eligible to return to nominate for the Committee following an absence of at least 2 years.
- (c) To ensure the continuity of skills and experience, an initial staggering of Committee Member terms will occur as agreed by the Committee.

35. ELECTION BY DEFAULT

- (a) If the number of persons nominated for election to the Committee under clause 32 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as members of the Committee at the Annual General Meeting.
- (b) If vacancies remain on the Committee after the declaration under subclause (a), additional nominations of Committee Members may be accepted from the floor of the Annual General Meeting.

- (c) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to be duly elected as members of the Committee.
- (d) 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 39.

36. **ELECTION BY BALLOT**

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

37. **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 Northern Territory of Australia; or
 - (v) ceases to be an Ordinary Member of the Association;
- (b) the Committee Member is absent from more than:
 - (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year without tendering an apology to the Chairperson;

of which meetings the Committee Member received notice and the Committee has resolved to declare the office vacant; or
- (c) the Committee Member ceases to satisfy the eligibility criteria specified in clause 31.

38. **REMOVAL OF COMMITTEE MEMBER**

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

39. FILLING CASUAL VACANCY ON COMMITTEE

- (a) If a vacancy remains on the Committee after the application of clause 34 or if the office of a Committee Member becomes vacant under clause 37, the Committee may appoint any Ordinary Member of the Association to fill that vacancy.
- (b) 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

40. COLLECTIVE RESPONSIBILITY OF COMMITTEE

- (a) 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.
- (b) The Committee is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

41. CHAIRPERSON AND VICE-CHAIRPERSON

- (a) Subject to subclauses (b) and (c), the Chairperson must preside at all General Meetings and Committee meetings.
- (b) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.
- (c) If the Chairperson and the Vice-Chairperson are both absent, the presiding Member for that meeting must be:
 - (i) a Member elected by the other Members present if it is a General Meeting; or
 - (ii) a Committee Member elected by the other Committee Members present if it is a Committee Meeting.

42. SECRETARY

The Secretary must:

- (a) coordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of General Meetings and of Committee meetings are kept in accordance with section 38 of the Act;
- (c) maintain the Register of Members in accordance with section 34 of the Act;
- (d) unless the Members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Association, other than those required by clause 43(e) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

43. TREASURER

- (a) The Treasurer must:
 - (i) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;

- (ii) pay all moneys received into the account of the Association within 5 Working Days after receipt;
 - (iii) make any payments authorised by the Committee or by a General Meeting of the Association from the Association's funds; and
 - (iv) ensure cheques/transactions are signed/approved by them and at least one other Committee Member, or by any 2 other Committee Members authorised by the Committee.
- (b) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
 - (c) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.
 - (d) If directed to do so by the Chairperson, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
 - (e) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the Members resolve otherwise at a General Meeting.
 - (f) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

44. **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.

PART 5 – MEETINGS OF MANAGEMENT COMMITTEE

45. **FREQUENCY AND CALLING OF MEETINGS**

- (a) The Committee must meet together for the conduct of business not less than 6 times in each financial year.
- (b) The Chairperson, or at least half the Committee Members, may at any time convene a special meeting of the Committee.
- (c) A special meeting may be convened to deal with an appeal under clause 27.
- (d) Without limiting any other way in which meetings may be held, a Committee meeting may be held by using any technology (such as video or teleconferencing) that is agreed to by all of the Committee Members which gives the Committee Member as a whole a reasonable opportunity to participate. The Committee Member's consent to a form of technology used may be a standing (ongoing) one and may only withdraw their consent within a reasonable period before the meeting.
- (e) The Committee may invite an employee of the Association to attend Committee as agreed by the Committee from time to time. Such attendees will not have any voting rights at the Committee meeting.

46. **VOTING AND DECISION MAKING**

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

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

47. **QUORUM**

For a Committee Meeting, 51% of the Committee Members constitutes a quorum.

48. **PROCEDURE AND ORDER OF BUSINESS**

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

49. **DISCLOSURE OF INTEREST**

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

50. **WRITTEN RESOLUTION BY THE COMMITTEE**

- (a) The Committee may pass a resolution without a Committee meeting being held if 51% of the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be contained in several documents in the same form each signed by one or more Committee Members and is effective when signed by the last of the Committee Members constituting 51% of the Committee Members entitled to vote.
- (b) An email transmission which is received by the Association and which purports to have been sent by a Committee Member shall for the purposes of this clause 50 be taken to be in writing and signed by that Committee Member at the time of the receipt of the email transmission by the Association.
- (c) Any resolution proposed to be passed pursuant to this clause 50 shall be sent to every Committee Member by email transmission or some other form if requested by a Committee Member prior to that resolution being passed.
- (d) For the purpose of this clause 50, a Committee Member includes any Committee Member appointed under clause 39.

PART 6 – GENERAL MEETINGS

51. CONVENING GENERAL MEETINGS

- (a) The Association must hold its first Annual General Meeting within 18 months after its incorporation.
- (b) The Association must hold all subsequent Annual General Meetings within 5 months after the end of the Association's financial year.
- (c) The Committee:
 - (i) may at any time convene a Special General Meeting;
 - (ii) must, within 30 days after the Secretary receives a notice under clause 27(a), convene a Special General Meeting to deal with the appeal to which the notice relates; and
 - (iii) must, within 30 days after it receives a request under clause 52(a), convene a Special General Meeting for the purpose specified in that request.
- (d) Without limiting any other way in which meetings may be held, the Association may hold an Annual General Meeting or Special General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate. A meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Members present at the meeting is located or, if an equal number of Members is located in each of two or more places, at the place where the Chairperson of the meeting is located.
- (e) A Member who participates in a meeting by technology as mentioned in clause 51(d) is taken to be attending, and present at, the meeting in person for the purposes of this constitution.

52. SPECIAL GENERAL MEETINGS

- (a) 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.
- (b) The request must:
 - (i) state the purpose of the Special General Meeting; and
 - (ii) be signed by the Members making the request.
- (c) If the Committee fails to convene a Special General Meeting within the time allowed:
 - (i) for clause 51(c)(ii) – the appeal against the decision of the Committee is upheld; and
 - (ii) for clause 51(c)(iii) – the Members who made the request may convene a Special General Meeting as if they were the Committee.
- (d) If a Special General Meeting is convened under subclause 51(c)(ii), the Association must meet any reasonable expenses of convening and holding the Special General Meeting.
- (e) The Secretary must give to all Members not less than 21 days' notice of a Special General Meeting.

- (f) The notice must specify:
 - (i) when and where the meeting is to be held; and
 - (ii) the particulars of and the order in which business is to be transacted.

53. ANNUAL GENERAL MEETING

- (a) The Secretary must give to all Members not less than 30 days' notice of an Annual General Meeting.
- (b) The notice must specify:
 - (i) when and where the meeting is to be held; and
 - (ii) the particulars of and the order in which business is to be transacted.
- (c) The order of business for each Annual General Meeting is as follows:
 - (i) first – to confirm the minutes of the last Annual General Meeting and of any General Meetings held since that meeting;
 - (ii) second – the consideration of the accounts and reports of the Committee;
 - (iii) third – the election of new Committee Members;
 - (iv) fourth – any other business requiring consideration by the Association at the meeting.

54. SPECIAL RESOLUTIONS

- (a) A Special Resolution may be moved at any General Meeting of the Association.
- (b) The Secretary must give all Members not less than 21 days' notice of the meeting at which a Special Resolution is to be proposed.
- (c) The notice must include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.

55. NOTICE OF MEETINGS

- (a) Without limiting any other way in which notice may be given to a Member under this constitution, the Secretary must give a notice under this Part by:
 - (i) serving it on a Member personally; or
 - (ii) sending it by post to a Member at the address of the Member appearing in the Register of Members; or
 - (iii) sending it by email or some other form of electronic transmission (including by providing a URL link to any document or attachment) to an email address of the Member recorded by the Association.
- (b) If a notice is sent by post under subclause 55(a)(ii), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the Member by ordinary prepaid mail.
- (c) If a notice is sent by email or some other form of electronic transmission, sending of the notice is taken to have been properly effected one day after the date it was sent.

56. **QUORUM AT GENERAL MEETINGS**

- (a) At a General Meeting, 51% or more of the total number of Ordinary Members present (in person or by proxy) constitutes a quorum.
- (b) If an Ordinary Member has appointed more than one proxy or representative, only one of them may be counted towards a quorum.

57. **LACK OF QUORUM**

- (a) If within 30 minutes after the time specified in the notice for the holding of a General Meeting a quorum is not present:
 - (i) for an Annual General Meeting or Special General Meeting convened under clause 51(c)(i) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
 - (ii) for a meeting convened under clause 51(c)(ii) – the Members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
 - (iii) for a meeting convened under clause 51(c)(iii) – the meeting lapses.
- (b) If within 30 minutes after the time appointed by subclause 57(a)(i) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may proceed with the business of that General Meeting as if a quorum were present.
- (c) The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if directed by the Members at the meeting, adjourn that General Meeting from time to time and from place to place.
- (d) 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.
- (e) 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.

58. **VOTING**

- (a) Subject to clauses 19(b) and 23, each Ordinary Member present in person or by proxy at a General Meeting is entitled to a deliberative vote.
- (b) At a General Meeting:
 - (i) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - (ii) a Special Resolution put to the vote is passed if three-quarters of the Ordinary Members who are present in person or by proxy vote in favour of the resolution.
- (c) A poll may be demanded by the Chairperson or by 3 or more Ordinary Members present in person or by proxy.
- (d) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

59. PROXIES

An Ordinary Member may appoint in writing another Member to be the proxy of the appointing Ordinary Member to attend and vote on behalf of the appointing Ordinary Member at any General Meeting.

PART 7 – FINANCIAL MANAGEMENT

60. FINANCIAL YEAR

The financial year of the Association is the period beginning on 1 July each year and ending on 30 June the following year.

61. FUNDS AND ACCOUNTS

- (a) 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.
- (b) 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.
- (c) All transactions (electronic fund transfer, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments) must be signed or approved by 2 Committee Members.
- (d) 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.
- (e) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

62. ACCOUNTS AND AUDITS

The responsibility of the Committee under clause 40(b) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:

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

PART 8 – GRIEVANCE AND DISPUTES

63. GRIEVANCE AND DISPUTES PROCEDURES

- (a) This clause applies to disputes between:
 - (i) a Member and another Member; or
 - (ii) a Member and the Committee.

- (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 10 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 Committee; or
 - (B) for a dispute between a Member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
- (e) A Member of the Association 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.

PART 9 – MISCELLANEOUS

64. COMMON SEAL

- (a) 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.
- (b) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
 - (i) the Chairperson;
 - (ii) the Secretary;
 - (iii) the Treasurer.

- (c) The common seal of the Association must be kept in safe custody as directed by the Committee from time to time.

65. **NOTICES**

Where the Association (or the Secretary on the Association's behalf), Member or Committee Member required to give a notice under this Constitution, the Association (or the Secretary on the Association's behalf), Member or Committee Member (as appropriate) may give a notice in the same manner as set out in clause 55 as if references to "Secretary" and "Member" were references to the sender and the recipient of the notice respectively.

66. **DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP**

- (a) 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.
- (b) The surplus assets must be given or transferred to another association incorporated under the Act that:
 - (i) has similar objects or purposes;
 - (ii) is not carried on for profit or gain to its individual Members; and
 - (iii) is determined by resolution of the Members.