



# **DARWIN FLYRODDERS INCORPORATED CONSTITUTION**

## **Objects and purposes of the Association**

1. The name of the Association shall be Darwin Flyrodders Incorporated [hereinafter called "the Association"].
2. The basic objects of the Association are:

To provide a recreational/social club for the Northern Territory Community to share advice and experiences in the sport of fly fishing.

To promote, foster and encourage the sport of Fly fishing, Fly tying and Fly casting within the Northern Territory Community.

To promote, foster and encourage the future development of the sport of Fly fishing, Fly tying and Fly casting through the participation of our youth.
3. In addition to the basic objects of the Association, the objects and purposes of the Association shall be deemed to include:
  - (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
  - (b) the buying, selling, and supplying of, and dealing in, goods of all kinds;
  - (c) the construction, maintenance, and alteration of building or works necessary or convenient for any of the objects or purposes of the Association;
  - (d) the accepting of any gifts, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
  - (e) the taking of such steps from time to time as the committee or the members in general meeting may deem expedient for the purposes of procuring contributions to the funds of the Association, whether by way of donation, subscriptions, or otherwise;
  - (f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
  - (g) subject to the Associations Incorporation Act, the borrowing and raising of money in such manner and on such terms as the committee may think fit or as may be approved or directed by resolution passed at a general meeting; and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of

the Association;

- (h) subject to the provisions of the Trustee Act, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such a manner as the committee may from time to time determine;
- (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection (1) of section 78 of the Income Tax Assessment Act 1936, as amended, of the Commonwealth relates;
- (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes, and convenience calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances, or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- (k) the establishment and support or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- (l) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

**Rules of the Association**

- 4. (a) In these rules, unless the contrary intention appears  
"General meeting" means a general meeting of members convened in accordance with rule 13.  
"ordinary committee person" means a member of the committee to who paragraph (ii) of sub-rule (a) of rule 23 relates.
- (b) In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- (c) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation Act and that Act as in force on the date on which the Association adopts these rules.

**Membership of the Association**

- 5. (a) The following categories of membership shall be available:-
  - (i) Family Membership which includes the applicant, his/her spouse/partner and their children
  - (ii) Individual Membership

(iii) Honorary Life member in accordance with Rule 6.

(iv) Membership for life in accordance with Rule 5 (b).

- (b) Membership for life is based on a one off lump sum membership payment. The subscription is based on 10 times the current years individual membership fee. It is not possible to apply for Family membership for life. This category is not relevant to conferring Honorary Life Member, a category recognising ongoing exemplary service to the club.
- (c) A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription prescribed in, or fixed under, these rules.
- (d) A person who is not a member of the Association at the time of the incorporation of the Association shall not be admitted to membership -
  - (i) unless they apply as provided in sub-rule (d) of this rule; and
  - (ii) the committee approves their admission as a member.
- (e) An application of a person for membership of the Association -
  - (i) shall be made in writing;
  - (ii) shall be lodged with the public officer of the Association;
- (f) As soon as is practicable after the receipt of an application, the public officer shall refer the application to the committee.
- (g) Upon an application being approved by the committee, the public officer shall, with as little delay as possible, notify the applicant that they have been approved for membership of the Association and, upon receipt of the sum payable by or on behalf of the applicant as their first year's subscription, shall enter the applicant's name in a register of members to be kept by the public officer, whereupon the applicant becomes a member of the Association.
- (h) A member of the Association may, at any time, resign from the Association by delivering or sending by post to the public officer a written notice of resignation.
- (i) Upon receipt of a notice under sub-rule (g) of this rule, the public officer shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Association.
- (j) A right, privilege, or obligation of a person by virtue of their membership of the Association -
  - (i) is not capable of being transferred or transmitted to another person; and

**Honorary Life Member**

6. (ii) terminates upon the cessation of their membership, whether by death, resignation, or otherwise.
- (j) No member shall be liable to contribute towards payment of the liabilities of the Association on a winding up.
- (a) This is a special category within the club and may be conferred on any financial member (individual) who has rendered eminent and exemplary ongoing support and service to the club.
- (b) This person will have made an outstanding contribution to the fulfillment of the club's objects as laid down in the preamble to this Constitution.
- (c) Honorary Life member would not necessarily be conferred each year, but more than one such honour could be conferred in any given year.
- (d) The recipient will be presented with a certificate at the Annual General Meeting. The Public Officer will retain a sample copy of the certificate to be used as needed.
- (e) All of the following criterion must be met to satisfy the conditions of conferring life membership
- (i) The nominee must be a current financial member of the club,
- (ii) The nominee must have prior membership to the club of at least 10 years, and
- (iii) The nominee must have been active in the Darwin Flyrodders Inc for a minimum of 10 years,
- (iv) The candidate must have made significant contributions<sup>1</sup> to the Darwin Flyrodders Inc,
- (f) A written nomination with supporting documentation<sup>2</sup> that provides evidence that the nominee fulfils all criteria, should be submitted to the committee of the day.
- (g) Any financial member or committee member can nominate, himself or herself, another member or a committee member, for honorary life member.
- (h) A special meeting of the committee should be convened to consider the nomination. The conferring of Honorary Life Member on a member should be a unanimous

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<sup>1</sup> **Examples of significant contributions are"**

- Actively serving on the committee of the Darwin Flyrodders inc in a variety of positions or for a number of years in the same position, and
- Actively serving on one or more of the club sub-committees for a number of years, and
- Performing a variety of club roles in a volunteer capacity, and
- Contributing to the development of the club through participation in club activities, promotion of club membership, and securing financial support and sponsorship

<sup>2</sup> **Examples of supporting documents to be submitted with nominations:**

- Documentation that the candidate's activity in the Darwin Flyrodders began at least 10 years prior to the year in which life membership is to be awarded.
- A list of the years and the significant contributions made by the candidate to Darwin Flyrodders Inc

decision by the committee present at the special meeting.

- (i) Automatic honorary life member will not be conferred on retiring committee members notwithstanding a time based criterion may have been met.
- (j) If Honorary Life Member is being conferred on an outgoing President who has satisfied all the critical criteria above, the certificate will be dated with the date of the Annual General Meeting when the new President takes over.
- (k) Life membership is conferred at the Annual General meeting by the President of the club.
- (l) The Public officer will keep a cumulative list of honorary life members with the year in which the honour was conferred. This list will be published annually in the Club newsletter following the Annual General Meeting. This is a separate listing to paid memberships.

**Raising grievances and complaints.**

6A

- (1) A member may raise a grievance or complaint about a committee member, the Committee or another member of the Association.
- (2) The grievance or complaint must be dealt with by the procedures set out in Section 36.

**Income and Property of Association**

7.

- (a) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise to any member of the Association.
- (b) The Association shall not -
  - (i) appoint a person who is a member of the committee to any office to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or
  - (ii) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (c) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of -
  - (i) remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business;
  - (ii) interest at current bank overdraft rate on money lent; or
  - (iii) a reasonable and proper sum by way of rent for premises let to the Association by the servant or

member.

**Accounts of receipts, expenditure etc**

8. (a) True accounts shall be kept –
- (i) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place, and
  - (ii) of the property, credits, and liabilities of the Association.

and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, these accounts shall be open to the inspection of the members of the Association.

- (b) The Treasurer of the Association shall faithfully keep all general records, accounting books, and records of receipt and expenditure connected with the operations and business of the association in such form and manner as the committee may direct.
- (c) The Accounts, books, and records referred to in sub-rule (a) and (b) of this rule shall be kept at the Association's office or at such other place as the committee may decide.

**Banking and Finance**

9. (a) The Treasurer of the Association shall, on behalf of the Association, receive all monies paid to the Association.
- (b) The committee shall cause to be opened with such bank, building society or credit union as the committee selects an account in the name of the Association into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.
  - (c) The committee may receive from the Association's bank, credit union or building society for the time being the cheque drawn by the Association on any of its accounts with the bank, credit union or building society and may release and indemnify the bank, credit union or building society from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.
  - (d) Except with the authority of the committee, no payment of a sum exceeding two dollars shall be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account, but the committee may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the committee may impose.
  - (e) No cheques shall be drawn on the Association's account except for the payment of expenditure that has been authorised by the committee.
  - (f) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by any two members of the committee as the committee may nominate for that purpose.

**Auditor**

10. (a) At each annual general meeting of the Association, the

members present shall appoint a person who is not a member or the public officer of the Association as the auditor of the Association.

- (b) A person so appointed shall hold office until the annual general meeting next after that at which they are appointed, and is eligible for re-appointment.
- (c) The first auditor of the Association may be appointed by the committee before the first annual general meeting, and, if so appointed, shall hold office until the first annual general meeting, unless previously removed by a resolution of the members at a general meeting, in which case the members at that meeting may appoint an auditor to act until the first annual general meeting.
- (d) If an appointment is not made at an annual general meeting the committee shall appoint an auditor of the Association for the then current financial year of the Association.
- (e) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

**Audit  
Accounts**

of 11.

- (a) Once at least in each financial year of the Association, the auditor shall examine the accounts of the Association.
- (b) The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the annual general meeting.
- (c) In their report, and in certifying to the accounts, the auditor shall state -
  - (i) whether they have obtained the information required by them;
  - (ii) whether, in their opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at their disposal and the explanations given to them and as shown by the books of the Association; and
  - (iii) whether the rules relating to the administration of the funds of the association have been observed.
- (d) The Treasurer of the Association shall cause to be delivered to the auditor a list of all the accounts, books and records of the Association.
- (e) The auditor -
  - (i) has a right of access to the accounts, books, records, vouchers and documents of the Association;
  - (ii) may require from the servants of the Association such information and explanations as may be necessary for the performance of their duties as auditor;
  - (iii) may employ persons to assist them in investigating the accounts of the Association; and

- (v) may, in relation to the accounts of the Association, examine any member of the committee or any servant of the Association.

**Annual  
General  
Meeting**

- 12. (a) The Association shall, in each year, hold an annual general meeting.
- (b) The annual general meeting shall be held within three months after the close of the financial year of the Association as the committee may determine.
- (c) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- (d) The annual general meeting shall be specified as such in the notice convening it.
- (e) The ordinary business of the annual general meeting shall be -
  - (i) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (ii) to receive from the committee, auditor, and servants of the Association reports upon the transactions of the Association during the last preceding financial year;
  - (iii) to elect the officers of the Association and the ordinary committee persons;
  - (iv) to appoint the auditor and determine their remuneration; and
  - (v) to determine the remuneration of servants of the Association.
- (f) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (g) All general meetings other than the annual general meeting shall be called special general meetings.

**Special  
General  
Meeting**

- 13. (a) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (b) The committee shall, on the requisition in writing of not less than ten members, convene a special general meeting of the Association.
- (c) A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitioner and deposited at the office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- (d) If the committee does not cause a special general meeting to be held within twenty-one days from the date on which a requisition thereof is deposited at the office of the Association, the requisitionists, or any of them may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit



of the requisition.

- (e) A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

**Notice  
Annual  
General  
Meetings**

- of 14. The public officer of the Association shall, at least fourteen days before the date fixed for holding an Annual General Meeting of the association cause to be inserted in a newspaper published daily in the Northern Territory an advertisement specifying the place, day, and time for the holding of the meeting, and the nature of the business to be transacted thereat.

**Business and  
Quorum at  
General  
Meetings**

15. (a) All business that is transacted at special general meetings and all business that is transacted at the Annual General Meeting, with the exception of that specifically referred to in these rules, as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- (b) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (c) Ten members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.
- (d) If within one hour, after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned to the next scheduled general meeting.

**President to  
preside at  
General  
Meetings**

16. (a) The President, or in his/her absence, the Vice President, shall preside as chairperson at every general meeting of the Association.
- (b) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as chairperson thereat.

**Determination  
of questions  
arising at  
General  
Meetings**

17. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

**Votes**

18. (a) Upon any question arising at a general meeting of the Association, a family membership has two votes and an

individual member has one vote only.

- (b) All votes shall be given personally or by proxy on the Associations Proxy Vote Form.
- (c) In the case of an equality of voting on a motion the motion is not passed
- (d) A Member must have attained the age fifteen [15] years to be entitled to exercise a vote.

**Taking of Poll** 19. If at a meeting a poll on any question is demanded by a majority of voting members present it shall be taken at that meeting in such manner as the chairperson may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

**When Poll to be taken** 20. A poll that is demanded on the election of a chairperson shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

**Affairs of Association to be managed by a Committee** 21. (a) A committee of management constituted as provided in rule 22 shall manage the affairs of the Association.

(b) The Committee –

- (i) shall control and manage the business and affairs of the Association;
- (ii) may, subject to these rules, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and

(c) subject to the Act and these rules, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

**Officers of the Association** 22. (a) The **officers of the Association** shall be –

- (i) a **President**;
- (ii) a **Vice-President**;
- (iii) a **Treasurer**;
- (iv) a **Secretary** who shall be the Public Officer [who is a person resident in the Northern Territory] for the purposes of the Associations Incorporation Act; and
- (v) a **Weighmaster**

(b) The provisions of sub-rules (b), (c), (d) and (e) of rule 24, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-rule (a) of this rule.

- (c) Each officer of the Association shall hold office until the conclusion of the annual general meeting next after the date of their election but is eligible for re-election.
- (d) In the event of a casual vacancy in any office mentioned in sub-rule (a) of this rule, the committee may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of their appointment.

**Constitution of the Committee**

23. (a) The **committee** shall consist of –
- (i) the **officers of the Association**, and
  - (ii) **three other members**, all of whom shall be elected at the Annual General Meeting of the Association in each year;
- (b) Each **ordinary committee person** shall, subject to these rules hold office until the conclusion of the annual general meeting next after the date of their election, but is eligible for re-election.
- (c) In the event of a casual vacancy occurring in the office of an ordinary committee person, the committee may appoint a member of the Association to fill the vacancy, and the member so appointed shall hold office, subject to these rules until the conclusion of the annual general meeting next following the date of their appointment.

**Election of Members of Committee**

24. (a) Nominations of candidates for election as officers of the Association or as an ordinary committee person shall be made at the Annual General Meeting.
- (b) To be eligible for appointment to the committee, the nominee must be at least 18 years of age.
- (c) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at an adjournment of the annual general meeting.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (f) The ballot for the election of officers and ordinary committee persons shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

**Vacation of Office**

25. For the purposes of these rules, the office of an officer of the Association or of an ordinary committee person becomes vacant if the officer or committee person –
- (a) dies;
  - (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors;

- (c) becomes of unsound mind;
- (d) resigns their office by writing under their hand addressed to the committee;
- (e) ceases to be resident in the Territory;
- (f) fails, without leave granted by the committee, to attend three consecutive meetings of the committee;
- (g) ceases to be a member of the Association; or
- (h) fails to pay all arrears of subscription due by them within fourteen days after they have received a notice in writing signed by the public officer stating that they have ceased to be a financial member of the Association.

**Meetings of the Committee** 26.

- (a) The committee shall meet at least six times in each year at such places and at such times as the committee may determine.
- (b) The President or any four of its members may convene special meetings of the committee.
- (c) Notice shall be given to members of the committee of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- (d) Any four members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (e) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- (f) At meetings of the committee -
  - (i) the President, or in his/her absence the Vice-President, or
  - (ii) if the President and the Vice-President are absent, such one of the remaining members of the committee as may be chosen by the members present shall preside.
- (g) Questions arising at meetings of the committee or of any sub-committee appointed by the committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (h) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote. In the case of an equality of voting on a motion the motion is not passed.
- (i) Notice of each committee meeting shall be served on each member of the committee by delivering to them at a reasonable time before the meeting or by sending it by

post in a prepaid letter addressed to them at their usual or last-known place of abode in time to reach them in due course of post before the date of the meeting.

**Disclosure of Interest in Contracts etc**

27. (a) A member of the committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose their interest at the first meeting of the committee at which the contract or arrangement is first taken into consideration, if their interest then exists, or, in any other case, at the first meeting of the committee after the acquisition of their interest.
- (b) If a member of the committee becomes interested in a contract or arrangement after it is made or entered into they shall disclose their interest at the first meeting of the committee after they become so interested.
- (c) No member of the committee shall vote, as a member of the committee, in respect of any contract or arrangement in which they are interested and if they do so, their vote shall not count.

**Sub Committee**

28. (a) The committee may at any time appoint a sub-committee as it may think fit and shall prescribe the powers and functions thereon.
- (b) The committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the association but a person so co-opted is not entitled to vote.
- (c) Three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- (d) The chairperson of the sub-committee is responsible for calling meetings of a sub-committee.
- (e) Notice of each sub-committee meeting shall be served on each member of the sub-committee by delivering to them at a reasonable time before the meeting or by sending it by post in a pre-paid letter addressed to them at their usual or last-known place of abode in time to reach them in due course of post before the date of the meeting.
- (f) The President, the Vice-President, the Treasurer, and the Secretary constitute an executive committee, which may issue instructions to the public officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the committee, and where any such instructions are issued shall report thereon to the next meeting of the committee.

**Annual Subscriptions**

29. (a) Until otherwise fixed pursuant to sub-rule (b) of this rule, the committee shall prescribe the annual subscription payable by members.
- (b) The amount of the annual subscription may be altered from time to time by the members by resolution.
- (c) The annual subscription of a member is due and payable on or before the first day of the financial year of the

Association.

- Financial Year** 30. The financial year of the Association is the period beginning on 1<sup>st</sup> of January in each year and ending on the 31<sup>st</sup> of December next following.
- Notices** 31. A written notice may be served by or on behalf of the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to the member at their usual or last-known place of abode.
- Expulsion of Members** 32. (a) Subject to this rule, the committee may expel a member from the Association if, in the opinion of the committee the member has been guilty of conduct detrimental to the interests of the Association.
- (b) The expulsion of a member pursuant to sub-rule (a) of this rule does not take effect:
- (i) until the expiration of fourteen days after the service on the member of a notice under sub-rule (c) of this rule; or
  - (ii) if the member exercises their right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal, whichever is the later date.
- (c) Where the committee expels a member from the Association, the public officer of the Association shall, without undue delay cause to be served on the member, a notice in writing -
- (i) stating that the committee has expelled the member;
  - (ii) specifying the grounds for the expulsion; and
  - (iii) informing the member that if they so desire, they may, within fourteen days after the service of the notice on them, appeal against the expulsion as provided in this rule.
- (d) A member on whom a notice under sub-rule (c) of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the public officer of the Association, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing their appeal.
- (e) Upon receipt of a requisition under sub-rule (c) of this rule, the public officer shall forthwith notify the committee of its receipt and the committee shall thereupon cause a special general meeting of members to be held within twenty-one days after the date on which the requisition is received by the public officer.
- (f) At a special general meeting convened for the purpose of this rule -
- (i) no business other than the question of the expulsion shall be transacted;

- (ii) the committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion;
  - (iii) the expelled member shall be given an opportunity to be heard and
  - (iv) the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (g) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue their membership of the Association.
- (h) If at the special general meeting a majority of the members present vote in favour of the confirmation of expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Association.
- Alteration of the Constitution** 33. (a) The rules may be amended by resolution passed by a two-thirds majority of financial members present and voting at a Special General Meeting.
- (b) Notice of the proposed amendment shall be included in the notice calling the Special General Meeting.
- (c) An amendment to the objects and purposes of the Association shall not be effective until approved by the Registrar.
- (e) An alteration of the objects, purposes or rules is of no effect until a copy of the alteration is lodged with the Registrar of Associations in the Northern Territory.
- Seal of the Association** 34. (a) The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "Seal".
- (b) The seal of the Association shall not be affixed to any instrument except by the authority of the committee and the affixing thereof shall be attested by the signatures either of two members of the committee or of one member of the committee and of the public officer of the Association or such other person as the committee may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the committee.
- (c) The seal shall remain in the custody of the public officer.
- Dissolution of Association** 35. (a) In the event of the Association being wound up, any surplus assets remaining after payment of the Association's liabilities shall be transferred to another entity, which prohibits distribution of assets and income to at least the same extent.

OR

- (b) The amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and

applied by the committee in accordance with their powers to any fund, institution or authority which, itself, is exempt from income tax.

OR

(c) The amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the committee in accordance with their powers to any fund, institution or authority which is approved by the Commissioner of Taxation under sub-section 78(4) of the Income Tax Assessment Act. **or**

(d) In the event of the Association being wound up, any surplus assets remaining after the payment of the Association's liabilities shall be transferred to another organisation which is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of income tax, sales tax or fringe benefits tax.

**GRIEVANCE AND DISPUTES** 36

**Grievance and disputes procedures**

- (1) This clause applies to disputes between-
  - (a) a member and another member; or
  - (b) a member and the Committee.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be-
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement-
    - (i) for a dispute between a member and another member – a person appointed by the Committee; or
    - (ii) for a dispute between a member and the Committee - a Person who is a mediator appointed or employed by the Department administering the Act.



- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
  - (a) give the parties to the mediation process every opportunity to be heard.
  - (b) allow due consideration by all parties of any written statement submitted by any party, and
  - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

\*as amended 27Jan 2011