

Constitution of Ukrainian-Australian Association of Northern Territory

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

Name of public officer Antonina Bondarchuk

Made on (date) 27/03/2022

Before me

(signature of witness on statutory declaration)

Constitution of Ukrainian-Australian Association of Northern Territory Incorporated

Part 1 – Preliminary

1. Name

The name of the incorporated association is Ukrainian-Australian Association of Northern Territory which may be abbreviated to 'UAANT' and herein referred to as 'the Association'.

2. Objects and purposes

The objects and purposes are the following:

- 2.1 To promote and establish friendly and harmonious connections with diverse groups of the Australian society, so that through exchange of information and ideas to contribute to better understanding of history, culture and the national aspirations of the Ukrainian people.
- 2.2 To welcome all Ukrainians to the Northern Territory and assist all Ukrainian migrants in their integration and settlement into the community.
- 2.3 To promote the cultural aspects of Ukraine.
- 2.4 To cooperate with governmental and/or other bodies in any way that will further the welfare and development of the community.
- 2.5 To maintain the Association as a not-for-profit organisation of a benevolent nature.

- 2.6 To engage in social and any other activities necessary to attain the Association's objectives free from any political alignment.
- 2.7 To promote Ukrainian language and culture in the Northern Territory without political or religious alignment.
- 2.8 To engage in compassionate activities which will advance the cause of members in need.
- 2.9 In the application of this constitution, individual rights in terms of natural justice shall be preserved.
- 2.10 To conduct, promote, give, or support social entertainments of all kinds and raise funds for the benefit of the Members of the Association and other persons for charitable and/or benevolent purposes having public benefit.
- 2.11 To support and defend the well-being, interests and aspirations of Ukrainians in the Northern Territory and abroad.
- 2.12 To distribute amongst its members information on issues concerning their community life, interests and development and to print, to publish and to issue and distribute all such newspapers, periodicals, circulars and other materials which appear to be suitable for any of these purposes.
- 2.13 To receive contributions, donations, bequests, trusts, commissions.
- 2.14 To defend national and political freedoms, freedom of religion, social justice and human rights in general, particularly in Ukraine, to counter persecution of national, political and religious persuasions and to draw attention of governments, of the society at large, the interested organisations and of individual persons to their responsibilities in these spheres of activity, to unmask despotic regimes and organisations which infringe upon or deny these freedoms.
- 2.15 To provide humanitarian aid to Ukraine, donate and transport anything in any form to any country needed.
- 2.16 To consult and co-operate with our Associations or persons in Australia or elsewhere having similar objects or principles or whose co-operation may be beneficial to UAANT; and to promote and exchange with any such organisation or persons information relating to the wellbeing of Ukrainians generally.
- 2.17 To purchase, lease or exchange, hire, or otherwise acquire real or personal property, and any rights or privileges which UAANT may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or structures necessary or convenient for the work of UAANT.
- 2.18 To sell, let, mortgage, dispose of, or turn to account all or any of the property or assets of UAANT as may be thought expedient with a view to the promotion of its objects.

- 2.19 To borrow or raise money for the purpose of UAANT on such terms and on such security as may be thought fit.
- 2.20 To invest the money of UAANT not immediately required for its purposes in or upon such investments securities or property as may be thought fit.
- 2.21 To establish and support or aid in the establishment and support of any charitable or benevolent organisation or entity in any way connected with the purposes of UAANT or calculated to further its objectives.

The income and property of UAANT wheresoever derived shall be applied solely towards the promotion of the principal objective of the UAANT and no portion thereof shall be paid or transferred directly or indirectly by way of bonus or otherwise by way of profit to the members.

3. Minimum number of members

The Association must have at least 5 members.

4. Definitions

In this Constitution, unless the contrary intention appears:

- 4.1 "Member" shall mean a person or organisation which is an UAANT member, and such people or organisations which will *be* accepted in compliance with the rules of this constitution;
- 4.2 "Ukrainian" shall mean a person who is conscious of his Ukrainian roots and his Ukrainian extraction and/or a person who acknowledges his Ukrainian heritage by being a member of one or more Ukrainian organisations which are associated with the UAANT, and which acknowledge the right of Ukrainian peoples to an Independent Ukrainian State and/or a person who are spiritually related with the persons who are conscious that they belong within the sphere of the Ukrainian spiritual heritage;
- 4.3 "Ukrainian Community" shall mean a community of persons, which includes Ukrainians as well as person who are spiritually related with the persons who are conscious that they belong within the sphere of the Ukrainian spiritual heritage;
- 4.4 "Community" shall mean the Ukrainian Community in Northern Territory, Australia and abroad;
- 4.5 "Committee" means the Management Committee of the Association;
- 4.6 "general meeting" means a general meeting of members convened in accordance with clause 44;
- 4.7 "register of members" means the register of the Association's members established and maintained under section 34 of the Act;
- 4.8 "special resolution" means a resolution notice of which is given under clause 47 and passed in accordance with section 37 of the Act;
- 4.9 "Act" means the *Associations Act* and regulations made under that Act;
- 4.10 "financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

- 4.11 “AGM” means the Annual General Meeting of the Association.
- 4.12 “Quorum” means more than 50% or more than a one-half members attending a meeting including the delegated voices;
- 4.13 “Delegated voice” means the voice of a member of the Association (not the Committee) who can not attend the upcoming meeting. There is only 1 delegated voice allowed to transfer to 1 person;
- 4.14 “Absolute majority” means more than half of all the members of a body vote in favour of a proposition, whether those members are present and whether they cast a vote;
- 4.15 “Associate member” means a member who is not physically in the Northern Territory and does not have a right to vote, but would like to support the Association in any way, and an Associate member is not a part of a quorum;
- 4.16 “Associate Committee member” means a Committee member who is not physically in the Northern Territory and does not have a right to vote, but would like to support the Association in any way, and an Associate Committee member is not a part of a quorum.

Part 2 – Constitution and Powers of Association

5. Powers of Association

- (1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- (2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
- (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on the terms and in the manner it considers appropriate;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable;
 - (h) provide and receive humanitarian aid to Ukraine, donate and transport anything to any country needed;

- (i) exercise its powers and use its income and assets for the attainment of its functions and purpose.

6. Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

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

8. Altering the Constitution

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

Part 3 – Members

Division 1 – Membership

9. Application for membership

To apply to become a member of the Association a person must submit an application for membership to the Committee in a form approved by the Committee. There shall be no entrance fee, but there is a joining fee after the Approval of Committee.

10. Approval of Committee

- (1) The Committee must consider any application made under clause 9 at the next available committee meeting and must accept or reject the application at that meeting or the next.
- (2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.
- (3) If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next committee meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

11. Joining fee

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

12. Annual membership fees

- (1) The annual membership fee is the amount determined from time to time by resolution at a general meeting.
- (2) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Committee from time to time.
- (3) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Committee determines otherwise.
- (4) Annual Membership fees will not be refunded if a member ceases to be a member of the association.

Division 2 – Rights of members

13. General

- (1) Subject to clause 14(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of membership whether by death, resignation or otherwise.

14. Voting

- (1) Subject to subclause (2) and (3), each member has one vote at general meetings of the Association.
- (2) A member is eligible to vote right after his or her application has been accepted.
- (3) Associate members and Associate Committee members are not eligible to vote.

15. 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.

16. Access to information on Association

The following must be available for inspection by members:

- (a) a copy or e-version of this Constitution;
- (b) minutes of general meetings;
- (c) annual reports and annual financial reports.

17. Raising grievances and complaints

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

18. Associate members

An Associate member and Associate Committee member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

19. Termination of membership

An UAANT member ceases to be a member and his name is deleted from the register of members if:

- a) he renounces his membership *by* tendering his resignation to the secretary;
- b) his annual fee is outstanding for more than two (2) years;
- c) his action or behavior is detrimental to the reputation, interest and activities of the UAANT;
- d) member consistently disregards the directives of this constitution;
- e) his membership is discontinued *by* a decision of the UAANT Committee.

20. Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Committee must cancel the member's membership.

21. Suspension or expulsion of members

- (1) If the Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must:
 - (a) be in writing and include:
 - (i) the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
 - (b) be given to the member not less than 7 days before the date of the committee meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Committee may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 22, the decision to suspend or expel a member takes effect 7 days after the day on which notice of the decision is given to the member.

22. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within 7 days after receipt of the Committee's decision.
- (2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him or her is confirmed by a resolution of the members.

Part 4 – Management Committee

Division 1 – General

23. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Management Committee.
- (2) The Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (3) The Committee may appoint and remove staff.
 - (a) The Committee may appoint and remove patrons.
 - (b) The Committee may remove a Chairperson, Vice-Chairperson, Secretary, Treasurer and Public Officer and any other Committee member except Associate Committee members when a person is leaving the Northern Territory and appoint a new one.
- (4) The Committee may establish one or more subcommittees consisting of the members of the Association the Committee considers appropriate.
- (5) The Committee has the power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of UAANT.
- (6) If the majority of the Committee are not satisfied by the Chairperson, then the urgent AGM may be initiated within 14 days and there should be a quorum. The new chairperson should be elected during this AGM as well.
- (7) A Quorum of the Committee may initiate an special AGM.

24. Composition of Committee

- (1) The Management Committee consists of:
 - (a) a Chairperson;
 - (b) a Vice-Chairperson;
 - (c) a Secretary;
 - (d) a Treasurer;
 - (e) a Public Officer; and
 - (e) any other office holder.

(2) Appropriately appointed committee members are eligible to hold more than one position on the committee if there is a majority vote at AGM.

25. Delegation

(1) The Committee may delegate to a subcommittee or staff any of its powers and functions other than –

- (a) this power of delegation; or
- (b) a duty imposed on the Committee by the Act or any other law.

(2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

(3) The Committee may, in writing, revoke wholly or in part the delegation.

(1) The committee may, by specifying it in writing, delegate to one or more subcommittees (consisting of such delegates of UAANT as the committee thinks fit) the exercise of the functions of the committee as are specified in these rules other than:

- (a) this power of delegation, and
- (b) a function which is a duty imposed on the committee by the Act or by any other law.

(2) A function of the committee that has been delegated to a sub-committee under this rule, and while the delegation remains unrevoked, may be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation made under this rule may be subject to conditions, time periods or other limitations regarding the exercise of any function of the committee, as specified in writing as part of the delegation.

(4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.

(6) The committee may, by specifying it in writing, revoke wholly or in part any delegation under this rule.

(7) A sub-committee may meet and adjourn as it thinks proper.

26. Eligibility of committee members

(1) A committee member must be a member who is 18 years or over.

(2) A committee member must also meet the criteria :

- a) have been born in Ukraine; or
- b) has Ukrainian ancestry; or
- c) passionate about Ukrainian culture.

(3) Committee members must be elected to the Committee at an annual general meeting or appointed under clause 33.

27. Nominations for election to committee

(1) A member is not eligible for election to the Committee unless the Secretary receives a written nomination for that member by another member not less than 7 days before the date of the next annual general meeting.

(2) The nomination must be signed by:

- (a) the nominator and a seconder; and
- (b) the nominee to signify his or her willingness to stand for election.
- (c) the nominator and nominee may be the same person.

(3) A person who is eligible for election or re-election under this clause may:

- (a) propose or second himself or herself for election or re-election; and
- (b) vote for himself or herself.

28. Retirement of committee members

(1) A committee member holds office until the next annual general meeting unless the member vacates the office under clause 31 or is removed under clause 32.

(2) Subject to subclause (3), at an annual general meeting the office of each committee member becomes vacant and elections for a new Committee must be held.

(3) The Chairperson of the outgoing Committee must preside at the annual general meeting until a new member is elected as Chairperson.

(4) Members may serve consecutive terms on the Committee.

(5) Chairperson retirement may be initiated by the quorum of the Association.

29. Election by default

- (1) If the number of persons nominated for election to the Committee under clause 27 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as members of the Committee at the annual general meeting.
- (2) If vacancies remain on the Committee after the declaration under subclause (1), additional nominations of committee members may be accepted from the floor of the annual general meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to be duly elected as members of the Committee.
- (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 33.
- (5) New committee member election: he/she should be a Member (even Associate), should be recommended by at least 1 committee member.
- (6) An Associate Member is able to be elected only as Associate Committee Member unless the other is specified during the Committee Meeting.
- (7) A new Committee member can be elected only if a person was recommended by at least one Committee member.

30. Election by ballot

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

31. Vacating office

The office of a committee member becomes vacant if:

- (a) the member:
 - (i) is disqualified from being a committee member under section 30 or 40 of the Act;
 - (ii) resigns by giving written notice to the Committee;

- (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iv) ceases to be a resident of the Territory; or
 - (v) ceases to be a member of the Association;
- (b) the member is absent from more than 3 consecutive committee meetings of which meetings the member received notice;
 - (c) the Committee has resolved to declare the office vacant;
 - (d) in any other circumstances provided in any form.

32. Removal of committee member

- (1) The Association, through a special general meeting of members, may remove any committee member before the member's term of office ends.
- (2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

33. Filling casual vacancy on Committee

- (1) If a vacancy remains on the Committee after the application of clause 29 or if the office of a committee member becomes vacant under clause 31, the Committee may appoint any member of the Association to fill that vacancy.
- (2) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 – Duties of committee members

34. Collective responsibility of Committee

- (1) As soon as practicable after being elected to the Committee, each committee member must become familiar with the Act and regulations made under the Act.
- (2) The Committee is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

35. Chairperson and Vice-Chairperson

- (1) Subject to subclauses (2) and (3), the Chairperson must preside at all general meetings and committee meetings.
- (2) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.

(3) If the Chairperson and the Vice-Chairperson are both absent, the presiding member for that meeting must be:

- (a) a member elected by the other members present if it is a general meeting; or
- (b) a committee member elected by the other committee members present if it is a committee meeting.

36. 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 37(5) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

37. Treasurer

(1) The Treasurer must:

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
- (b) pay all moneys received into the account of the Association within 5 working days after receipt;
- (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
- (d) ensure cheques are signed by him or her and at least one other committee member, or by any 2 other committee members authorised by the Committee.

(2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.

- (3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.
- (4) If directed to do so by the Chairperson, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
- (5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.
- (6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

38. Public officer

- (1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (2) The public officer must keep a current copy of the Constitution of the Association.

Part 5 – Meetings of Management Committee

39. Frequency and calling of meetings

- (1) The Committee must meet together for the conduct of business not less than 4 times in each financial year.
- (2) The Chairperson, or at least half the committee members, may at any time convene a special meeting of the Committee.
- (3) A special meeting may be convened to deal with an appeal under clause 22.
- (4) The management committee may hold their meetings by using any technology (such as video or teleconferencing), which is fully equal to the physical attendance.
- (5) A management committee member may only withdraw their consent within a reasonable period before the meeting.
- (6) Must, within 30 days after the Secretary receives a notice under clause 22(1), convene a special general meeting to deal with the appeal to which the notice relates.
- (7) An online attendance the meetings are fully equal to the ones physically (offline).

40. Voting and decision making

- (1) Each committee member present at the meeting has a deliberative vote.
- (2) A question arising at a committee meeting must be decided by a majority of votes.

(3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote or the decision relies fully on the Head of the Committee.

(4) A management committee members' resolution must be passed by a majority of the votes cast by Executives present and entitled to vote on the resolution.

41. Quorum

For a committee meeting, more than one-half of the committee members constitutes a quorum.

42. Procedure and order of business

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

(2) The order of business may be determined by the members present at the meeting.

(3) Only the business for which the meeting is convened may be considered at a special meeting.

43. Disclosure of interest

(1) A committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.

(2) The Secretary must record the disclosure in the minutes of the meeting.

(3) 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.

Part 6 – General Meetings

44. Convening general meetings

(1) The Association must hold its first annual general meeting within 12 months after its incorporation.

(2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.

(3) The Committee:

(a) may at any time convene a special general meeting;

(b) must, within 14 days after it receives a request under clause 45(1), convene a special general meeting for the purpose specified in that request.

(4) An online attendance the meetings are fully equal to the ones physically (offline).

45. Special general meetings

(1) Half the number of members constituting a quorum for a general meeting may make a written request to the Committee for a special general meeting.

(2) The request must:

(a) state the purpose of the special general meeting; and

(b) be signed by the members making the request physically or in the form of e-mail notification.

(3) If the Committee fails to convene a special general meeting within the time allowed:

(a) for clause 44(3)(b) – the appeal against the decision of the Committee is upheld; and

(b) for clause 44(3)(c) – the members who made the request may convene a special general meeting as if they were the Committee.

(4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.

(5) The Secretary must give to all members not less than 21 days notice of a special general meeting.

(6) The notice must specify:

(a) when and where the meeting is to be held; and

(b) the particulars of and the order in which business is to be transacted.

46. Annual general meeting

(1) The Secretary must give to all members not less than 30 days notice of an annual general meeting.

(2) The notice must specify:

(a) when and where the meeting is to be held; and

(b) the particulars of and the order in which business is to be transacted.

(3) The order of business for each annual general meeting is as follows:

(a) first – the consideration of the accounts and reports of the Committee;

(b) second – the election of new committee members;

- (c) third – any other business requiring consideration by the Association at the meeting.

47. Special resolutions

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Secretary must give all members not less than 3 days notice of the meeting at which a special resolution is to be proposed.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

48. Notice of meetings

- (1) The Secretary must give a notice under this Part by –
 - (a) serving it on a member personally; or
 - (b) sending it by e-mail to a member at the address of the member appearing in the register of members.

49. Quorum at general meetings

At a general meeting, the more than one-half of members present in person constitutes a quorum.

50. Lack of quorum

- (1) If within 15 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present for an annual general meeting or special general meeting convened under clauses 44(3)(a) and 44(3)(b)– the meeting stands adjourned within 3-14 days.
- (2) If within 15 minutes after the time appointed by subclause (1) 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.
- (3) 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.
- (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

51. Voting

(1) Subject to clauses 14(2) and 18, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

(2) At a general meeting:

(a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and

(b) a special resolution put to the vote is passed if at least one-half of the members who are present in person or by proxy vote in favour of the resolution.

(3) A poll may be demanded by the Chairperson or by 3 or more Committee members or 7 or more members present in person or by proxy.

(4) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

(5) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote or the decision relies fully on the Head of the Committee.

52. Proxies

(1) A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

(2) There is only one extra vote allowed for transferring to another member.

(3) There is no availability to be the proxy instead of the Committee member.

(4) A member has to appoint in writing or by email another member to be the proxy of the appointing member at least 24 hours in advance.

(5) Delegated voices are a part of quorum.

Part 7 – Financial Management

53. Financial year

The financial year of the Association is for the period of twelve (12) months ending on 30th of June.

54. Funds and accounts

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the Committee may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or approved in a written way (e.g. by email) by 2 committee 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 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.

55. Accounts and audits

- (1) The responsibility of the Committee under clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:
 - (a) the keeping of accounting records;
 - (b) the preparation and presentation of the Association's annual statement of accounts; and
 - (c) the auditing of the Association's accounts.
- (2) At each annual general meeting of an incorporated association, the committee must approve and present the following documents for the consideration of the meeting:
 - (a) the audited statements of the association's accounts in relation to the last financial year of the association;
 - (b) a copy of the auditor's report to the association in relation to the association's accounts for that financial year;
 - (c) a report signed by the president and one other members of the committee stating –
 - (i) the name of each member of the committee of the association during the last financial year of the association and, if different, at the date of the report
 - (ii) the principal activities of the association during the last financial year and any significant change in

the nature of those activities that occurred during that financial year;

- (d) The committee must take reasonable steps to ensure that, at least 14 days before it is required to be presented at the annual general meeting of the association the audited statement of accounts of the association is available for inspection by members
- (e) The committee must ensure that the report of the association is filed with the commissioner within 28 days after the documents have been presented at the annual general meeting

Part 8 – Grievance and disputes

56. Grievance and disputes procedures

- (1) This clause applies to disputes between:
 - (a) a member and another member; or
 - (b) a member and the Committee.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) for a dispute between a member and another member – a person appointed by the Committee; or
 - (ii) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

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

Part 9 – Miscellaneous

57. Common seal

- (1) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Secretary.
- (2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
- (a) the Chairperson;
 - (b) the Secretary;
 - (c) the Treasurer.
- (3) The common seal of the Association must be kept in the custody of the Secretary or another person the Committee from time to time decides.

58. Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another association incorporated under the Act that:
- (a) has similar objects or purposes;
 - (b) is not carried on for profit or gain to its individual members; and
 - (c) is determined by resolution of the members.