

<b>This is the annexure marked "A" referred to in the statutory declaration of:</b>	
Name of public officer	<u>Jeannette Button</u>
Made on (date)	<u>24/9/18.</u>
Before me	<u>Edwin Joseph</u>
	(signature of witness on statutory declaration)

## **Constitution of the Australia Day Council Northern Territory Incorporated**

### **Part 1 – Preliminary**

#### **1. Name**

The name of the incorporated association shall be the Australia Day Council Northern Territory Incorporated (**Association**).

#### **2. Objects and purposes**

The objects and purposes of the Association are to work with and for the people of the Northern Territory to:

- (a) unite through reflection, celebration and inclusiveness;
- (b) foster and recognise excellence and service within the communities of the Northern Territory;
- (c) embrace cultural diversity and promote Australia Day with respect and integrity,
- (d) facilitate productive relationships across the Northern Territory; and
- (e) ensure the sustainability of the Association.

#### **3. Minimum number of Members**

The Association must have at least six Members.

#### **4. Definitions**

In this Constitution, unless the contrary intention appears:

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

**Auditor** means an independent accredited auditor who is not a Member of the Association.

**Annual General Meeting** means a general meeting of Members convened in accordance with clause 38.

**Board** means the governing board of the Association comprising of the:

- (a) Chair;
- (b) Deputy Chair;
- (c) Treasurer; and

(d) 7 Members.

**Board Member** means a member of the Board.

**Casual Vacancy** means the vacation of office by a Board Member in accordance with either clause 13 or 14.

**Chair** means the chairperson of the Association and who also holds office as Public Officer.

**Constitution** means this document titled '*Constitution of the Australia Day Council Northern Territory Incorporated*'.

**Deputy Chair** means the deputy to the Chair and who is also the acting Public Officer in the absence of the Chair.

**Expression of Interest** means the expression of interest:

- (a) advertised in a major Northern Territory newspaper; and/or
- (b) publicised via relevant social media,

for interested persons to apply for vacant, or soon to be vacant, Board Member positions.

**Financial Institution** means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth.

**Financial Year** means the period beginning on 1 July in each year and ending on 30 June the following year.

**General Member** means general members of the Association (if any) determined in accordance with clause 26(b).

**Member** means a member of the Association in accordance with clause 26.

**Patron** means:

- (a) the Administrator of the Northern Territory; and
- (b) in event that the Administrator of the Northern Territory is unable or unwilling to act as patron another person appointed by the Board to be the patron for a period not exceeding three years.

**President** means either:

- (a) the Chief Minister of the Northern Territory; and
- (b) in event that the Chief Minister of the Northern Territory is unable or unwilling to act as president another person appointed by the Board to be the president for a period not exceeding three years.

**Public Officer** means the public officer of the Association for the purposes of section 27 of the Act.

**Quorum** means 50% plus one other of appointed Members, however for the avoidance of doubt if the Chair or Deputy Chair are absent from an Annual General Meeting or Special General Meeting a quorum is not present.

**Register of Members** means the register of the Association's Members established and maintained under section 34 of the Act.

**Special General Meeting** means a special general meeting of Members in accordance with clause 37.

**Special Resolution** means a resolution notice of which is given under clause 39 and passed in accordance with section 37 of the Act.

**Subcommittee** means a subcommittee created in accordance with clause 20.

**Treasurer** means the treasurer who amongst other things, administers and manages the financial assets and liabilities of the Association.

## **Part 2 – Constitution and Powers of Association**

### ***Division 1 – Powers of Association***

#### **5. 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;
  - (vii) enter into any other contract it considers necessary or desirable; and
  - (viii) cooperate with any Government agency or authority or group within the community having similar purposes.

### ***Division 2 – Constitution***

#### **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, to the extent of that inconsistency, the Act prevails.

#### **8. Altering the Constitution**

- (a) The Association may alter this Constitution by Special Resolution but not otherwise.
- (b) Notice of the proposed amendment shall be included in a prior notice of the Special Resolution.

- (c) An amendment to this Constitution shall not be effective until filed in accordance with section 23 of the Act.

## **Part 3 – Board**

### ***Division 1 – Appointment of the Board***

#### **9. Eligibility of Board Members**

- (a) A Board Member must be 18 years or over.
- (b) A Board Member must be an Australian Citizen.
- (c) A Board Member must be appointed in accordance with clause 10 or clause 11, as the circumstance provides.

#### **10. Selection of Chair**

- (a) The Chair shall be appointed by the President for a period not exceeding three years. The appointment is renewable and is not subject to clause 11.
- (b) Subject to clause (1)(a)(i) the position of Chair will be determined by the President at the end of each three-year appointment.

#### **11. Selection of Board**

- (a) From time to time, when Board Member vacancies become available the Board will issue an Expression of Interest.
- (b) All candidates who have responded to the Expression of Interest shall be considered by the Board and a shortlist of those candidates will be presented to the President.
- (c) The President, in his or her sole discretion, will appoint members to the Board for a three-year term.
- (d) A Board Member may be re-appointed to the Board by the President for an additional term of three years.
- (e) A Board Member cannot continue for more than two consecutive terms of three years each.
- (f) A person who has served two terms is not permitted to reapply as a Board Member until three years have passed since the end date of his or her appointment.

#### **12. Casual Vacancies**

- (a) In the event of a Casual Vacancy of the position of Chair:
  - (i) a new Chair is to be appointed by the President within 90 days of that Casual Vacancy; and
  - (ii) the Deputy Chair shall hold office as Chair, and in the event that the Deputy Chair is not available the Board may identify and temporarily appoint a current Board Member to hold office as the Chair, until that position is filled under clause 12(a)(i).
- (b) Subject to clause 12(a), in the event of a Casual Vacancy for a Board Member, the Board may identify and temporarily appoint an appropriate candidate to fill the

vacancy, and the Member so elected shall hold office until the conclusion of the original appointee's term.

### **13. Vacation of Office**

For the purposes of clause 12, a Casual Vacancy occurs if the Board Member:

- (a) is disqualified from being a Member under section 30 or 40 of the Act;
- (b) resigns by giving written notice to the Board;
- (c) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
- (d) is found guilty of a criminal offence and is sentenced to a term of imprisonment that is suspended or otherwise;
- (e) ceases to be an Australian Citizen;
- (f) is absent from more than:
  - (i) three consecutive Board meetings; or
  - (ii) three Board meetings in the same Financial Year without tendering an apology to the Chair,

and the Board resolves to the declare the position Vacant.

### **14. Removal of Board Member**

- (a) The Association, through a Special General Meeting of Members, may remove any Board Member before that member's term of office ends.
- (b) If a Board Member is removed in accordance with this clause 14 their position will deemed to have created a Casual Vacancy.

#### ***Division 2 – Duties of the Board***

### **15. Collective responsibility of the Board**

- (a) As soon as practicable after being elected to the Board, each Board Member must become familiar with the Act and regulations made under the Act.
- (b) The Board is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act and to:
  - (i) coordinate the correspondence of the Association;
  - (ii) ensure minutes of all proceedings of general meetings and of Board meetings are kept in accordance with section 38 of the Act;
  - (iii) maintain the Register of Members in accordance with section 34 of the Act;
  - (iv) 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 (1)(e) to be in the custody of the Treasurer; and
  - (v) perform any other duties required of the Board.

## 16. Chair and Deputy Chair to Preside

- (a) Subject to subclause (b), the Chair must preside at all Board meetings, Annual General Meetings and Special General Meetings.
- (b) If the Chair is absent from a meeting, the Deputy Chair must preside at the meeting.

## 17. 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 five working days after receipt;
  - (iii) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
  - (iv) ensure cheques are signed by 2 Board Members or as delegated in accordance with clause 43 **Error! Reference source not found.**
- (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 Chair, the Treasurer must submit to the Board 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.

## 18. 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.

### *Division 3 – Management of the Board*

## 19. Role and Powers

- (a) The business of the Association must be managed by or under the direction of the Board.
- (b) The Board 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 Board may appoint and remove staff.
- (d) The Board may establish one or more Subcommittees in accordance with clause 20.

## **20. Subcommittees**

- (a) The Board may make appointments to Subcommittees from time to time and prescribe powers and functions.
- (b) All Subcommittees shall contain and be chaired by a nominated Board Member.
- (c) The Board may appoint persons to a Subcommittees that are not Members of the Association.
- (d) A Subcommittee shall not commit the Association to any expenditure, contract, undertaking or commitment without the specific written authority of the Board.
- (e) The nominated Board Member is responsible for calling meetings of that Subcommittee.

## **21. Delegation**

- (a) The Board 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 Board by the Act or any other law.
- (b) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (c) The Board may, in writing, revoke wholly or in part the delegation.

### ***Division 4 – Meetings of the Board***

## **22. Frequency and calling of meetings**

- (a) The Board must meet together for the conduct of business not less than four times in each Financial Year and at such times as the Board may determine.
- (b) 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 a time set by the Members present.
- (c) Written notice of each Board meeting shall be served on each Board Member by delivering it to them via their nominated email or letter address at a reasonable time before the meeting.
- (d) Board Members may attend meetings by teleconference, video link or other technology subject to such procedures as determined by the Board from time to time.

## **23. Voting and decision making**

- (a) Each Board Member present at the meeting is entitled to one vote.
- (b) A question arising at a Board meeting must be decided by a majority of votes.
- (c) If there is no majority, the Chair, and in the absence of the Chair the Deputy Chair has a casting vote in addition to a deliberative vote.

**24. Procedure and order of business**

- (a) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (b) The order of business may be determined by the Board Members present at the meeting.

**25. Disclosure of interest**

- (a) A Board 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 Board in accordance with section 31 of the Act.
- (b) The Board must record the disclosure in the minutes of the meeting.
- (c) The Chair must ensure a Board Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 31 of the Act.

**Part 4 – Membership**

**26. Membership**

- (a) The membership of the Association shall be made up of:
  - (i) Two Ex-officio members comprising of:
    - A. the Patron; and
    - B. the President;
  - (ii) the Board; and
  - (iii) General Members (if any) including sub-classes of General Members in accordance with clause 26(b).
- (b) From time to time the Board may determine to extend the membership of the Association to General Members, including subclasses of General Members, with various rights, restrictions or obligations.

**27. Register of Members**

The Association must establish and maintain a register of its members, being the Register of Members, and enter into the register:

- (a) the date on which each Member of the Association becomes a Member; and
- (b) where a person ceases to be a Member of the Association, the date on which he or she ceases to be a Member.

**28. Fees**

From time to time the Board may determine a:

- (a) joining fee; and/or
- (b) annual membership fee; and/or
- (c) other form of fee,



for General Members or sub-classes of those General Members as determined from time to time in accordance with clause 26(b).

## **29. General**

- (a) 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; and
  - (ii) terminates on the cessation of membership whether by death, resignation or otherwise.

## **30. Voting**

- (a) Each Member has one vote at general meetings of the Association.
- (b) A Member is not entitled to vote until his or her name has been entered into the Register of Members.
- (c) The position of Patron shall be honorary and shall not entitle the holder to vote on any matter.
- (d) The position of President serves as outlined in this Constitution, however the position shall not entitle the holder to vote on any matter.

## **31. Notice of meetings and special resolutions**

The Board must give all Members notice of general meetings and Special Resolutions in the manner and time prescribed by this Constitution.

## **32. Access to information on Association**

- (a) The following must be available for inspection by Members:
  - (i) a copy of this Constitution;
  - (ii) minutes of general meetings;
  - (iii) annual reports and annual financial reports; and
  - (iv) the Register of Members.
- (b) The items listed in clause 32(a) must be made available for Members at:
  - (i) reasonable times; or
  - (ii) at the times specified for the purpose,  
at,
    - (iii) the place where the Association is located; or
    - (iv) another place in the Northern Territory nominated by the Board.

## **33. Raising grievances and complaints**

- (a) A Member may raise a grievance or complaint about another Member, a Board Member or the Board.

- (b) The grievance or complaint must be dealt with by the procedures set out in Part 7.

***Division 3 – Termination, death, suspension and expulsion***

**34. 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 a Board Member;
- (b) non-payment of any fee required under clause 28; or
- (c) expulsion in accordance with this Division.

**35. Death of member or whereabouts unknown**

If a Member dies or the whereabouts of a Member is unknown, the Board must cancel the Member's membership.

**36. Suspension or expulsion of members**

- (a) The Board may expel a Member from the Association if, in the majority opinion of the Board, the Member has been guilty of conduct detrimental to the interests of the Association.
- (b) If the opinion of the Board in clause 36(a) is tied, the Chair shall have a casting vote in addition to his or her own vote.
- (c) The expulsion of a Member pursuant to clause 36(a) does not take effect:
  - (i) until the expiration of fourteen days after the service on the Member of a notice under clause 36(e) of this rule; and
  - (ii) if the Member exercises their right of appeal under, until the conclusion of the Special General Meeting convened to hear the appeal, whichever is the later date.
- (d) The Board shall allow the Member to rebut, and deliver evidence against, any accusation of conduct detrimental to the interests of the Association at an ordinary meeting.
- (e) Where the Board 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 Board has expelled that 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.
- (f) A Member on whom a notice under subclause (e) is served may appeal against that expulsion by giving notice to the Chair within 14 days after receipt of the Board's decision.
- (g) The Chair will appoint an independent person to consider the appeal and make recommendations to the Chair.

- (h) In determining the appeal, the Chair may decide to reappoint the person or uphold the Board's decision to expel the Member.

## Part 5 – Meetings

### 37. Special General Meetings

- (a) The Members may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (b) The request must:
  - (i) state the purpose of the Special General Meeting;
  - (ii) be signed by six Members making the request;
  - (iii) and be deposited at the office of the Association, (together the '**Requisition**').
- (c) If the Members does not cause a Special General Meeting to be held within 30 days from the date on which the Requisition thereof is deposited at the office of the Association, any signatory to the Requisition may convene the meeting, but the meeting shall not be held after three months from the date of the deposit of the Requisition.
- (d) Members must be given not less than 14 days' notice of a Special General Meeting.
- (e) The Special General Meeting notice must specify:
  - (i) when and where the meeting will be held; and
  - (ii) the particulars of and the order in which business is to be transacted.
- (f) Members may attend meetings by teleconference, video link or other technology subject to such procedures as determined by the board from time to time.

### 38. Annual General Meeting

- (a) The Association must hold an Annual General Meetings within five months of the end of the Financial Year.
- (b) The Annual General Meeting shall be in addition to any other general meeting that may be held in the same year.
- (c) The Annual General Meeting shall be specified as such in the notice convening it whereby 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.
- (d) Members shall not have less than 21 days' notice of an Annual General Meeting.
- (e) The order of business for each Annual General Meeting is as follows:
  - (i) first – the consideration of the accounts and reports of the Board during the last preceding year including but not limited to:
    - A. the audited statement of the Associations' 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 two Board Members stating:
  - a. 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; and
  - b. the net profit or loss of the Association for the last Financial Year.
- (ii) second – to appoint the Auditor and determine their remuneration;
- (iii) third – any other business requiring consideration by the Association at the meeting.
- (f) The Board must ensure that the documents referred to in clause 38(e)(i) are available for perusal by Members immediately before and during the Annual General Meeting.
- (g) Members may attend meetings by teleconference, video link or other technology subject to such procedures as determined by the board from time to time.

### **39. Special resolutions**

- (a) A special resolution may be moved at any general meeting of the Association which for the avoidance of doubt may be held in conjunction with a Board Meeting (if the context permits), Annual General Meeting or Special General Meeting of the Association.
- (b) Members must not be given less than 14 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.
- (d) A special resolution will pass if at least three-quarters of Members vote in favour of the resolution and clause 39(a) to (c) is satisfied.

### **40. Votes**

- (a) Upon questions arising from an Annual General Meeting or Special General Meeting of the Association a Member has only one vote.
- (b) In the case of a tied vote the Chair or their nominated Deputy is entitled to exercise a second or casting vote.
- (c) Postal votes or proxy votes shall be available subject to such procedures as determined by the Board from time to time.

### **41. Lack of Quorum**

- (a) If within 30 minutes after the time specified in the notice for the holding of an Annual General meeting or a Special general meeting, a Quorum is not present, the meeting stands adjourned:
  - (i) to the same time on the same day in the following week and to the same place; or

- (ii) to another time specified by the Chair which must be within 14 days of the adjourned meeting,

and the Members must be given prior written notice before the date to which the meeting is adjourned.

- (b) If an Annual General Meeting is adjourned for a period of 14 days or more, notice must be given of the adjourned Annual General Meeting as if that general meeting were a fresh general meeting.
- (c) If a Special General Meeting is adjourned for a period of 14 days or more, notice of the time and date of the adjourned special general meeting must be provided to the Members notwithstanding the Members rights under clause 37(c).

#### **42. Adjournment of Annual General Meeting or Special General Meeting**

- (a) The Chair of an Annual General Meeting or Special General Meeting at which a Quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.

### **Part 6 – Financial Management**

#### **43. 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 Board may approve expenditure on behalf of the Association within the limits of the budget.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Board Members, however for the avoidance of doubt this power may be delegated to an employee of the Association.
- (d) All funds of the Association must be deposited into the financial account of the Association no later than five working days after receipt or as soon as practicable after that day.
- (e) The Treasurer may, by instrument in writing, delegate to an employee or volunteer of the Association any of his or her powers under this Constitution except this power of delegation.
- (f) No cheques shall be drawn on the Association's account except for the payment of expenditure that has been authorised by the Board in accordance with the approved budget.

#### **44. Accounts and audits**

- (a) The responsibility of the Board under clause 15(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:
  - (i) the keeping of accounting records;
  - (ii) the preparation and presentation of the Association's annual statement of accounts; and
  - (iii) the auditing of the Association's account
- (b) At each Annual General Meeting of the Association the Members present shall appoint an Auditor.
- (c) At least once in each Financial Year the Auditor shall examine the accounts of the Association.
- (d) 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.
- (e) 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;
  - (iii) whether the rules relating to the administration of the funds of the Association have been observed;
  - (iv) a fair and true account of the total income and expenditure of the Association during the reporting period and the total assets and liabilities of the Association at the end of the reporting period; and
  - (v) any other matter required to be reported under the Act.
- (f) The Public Officer of the Association shall cause to be delivered to the Auditor a list of all the accounts, books and records of the Association.
- (g) The Auditor:
  - (i) has a right of access to the accounts, books, records, vouchers and documents of the Association;
  - (ii) may require from the employees or a Board Member 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
  - (iv) may in relation to the accounts of the Association examine any Board Member or any employee of the Association.
- (h) The Auditor must comply with the requirements of reporting and accounting as outlined in the Associations Act.

## Part 7 – Grievance and disputes

### 45. Grievance and disputes procedures

- (a) This clause applies to disputes between:
  - (i) a Member and another Member; or
  - (ii) a Member and the Board.
- (b) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (c) If the parties are unable to resolve the dispute at the meeting; or if a party fails to attend that meeting, then the parties must, within 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 Board; or
    - B. for a dispute between a Member and the Board – a person who is a mediator appointed or employed by the department administering the Act.
- (e) A Member can be a mediator.
- (f) The mediator cannot be a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## Part 8 – Miscellaneous

### 46. Common seal

- (a) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded.

- (b) The affixing of the common seal of the Association must be witnessed by any two of the following:
  - (i) the Chair;
  - (ii) the Deputy Chair;
  - (iii) the Treasurer.
- (c) The common seal of the Association must be kept in the custody of the person the Board selects from time to time.

**47. 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.