

CONSTITUTION

Diabetes Association of the Northern Territory Incorporated

trading as

healthylivingNT

ABN: 11 374 693 055

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NAME OF ASSOCIATION

1. The name of the Association is the 'Diabetes Association of the Northern Territory Incorporated' (the Association).
2. The Association trades under the name *Healthy Living NT* or such other name as determined by the Board.

PURPOSE AND OBJECTS

3. The Association is a charity, established for the benefit of and service to people affected by, or at risk of, diabetes and related chronic health conditions (the Beneficiaries).
4. The objects of the Association are to:
 - 4.1 promote, provide and coordinate services for Beneficiaries;
 - 4.2 provide Beneficiaries, their carers and their health professionals with information and education in relation to the management and prevention of diabetes and related chronic health conditions;
 - 4.3 advocate on matters relevant to the Beneficiaries;
 - 4.4 provide support to the health care system to improve the services provided to Beneficiaries;
 - 4.5 support funding initiatives or projects and promote research aimed at preventing or reducing the impact of diabetes and related chronic health conditions relevant to Beneficiaries;
 - 4.6 advocate, encourage, promote and educate preventative health measures to Beneficiaries and the community; and
 - 4.7 comply with all requirements under the ACNC Act and the Act.
5. The Association shall carry out the Objects for the benefit the Beneficiaries and without regard to whether or not those persons are Members of the Association.

MINIMUM NUMBER OF MEMBERS

6. The Association shall have the minimum number of Members as required by the Act.

DEFINITIONS

7. In this Constitution, unless the contrary intention appears:
 - 7.1 **Act** means the *Associations Act* and Regulations of the Northern Territory of Australia;
 - 7.2 **ACNC** means the Australian Charities and Not-for-profits Commission;
 - 7.3 **ACNC Act** means the Australian Charities and Not-for-profits Commission Act 2012 (Cth);
 - 7.4 **Annual General Meeting** means the meeting of Members convened by the Association each calendar year;
 - 7.5 **Association** means the Diabetes Association of the Northern Territory Incorporated;
 - 7.6 **Board** means the Board of the Association;
 - 7.7 **By-laws** means the by-laws at Schedule 1;
 - 7.8 **Beneficiaries** has the same meaning as clause 3;
 - 7.9 **Constitution** means this constitution of the Association;
 - 7.10 **Financial Institution** means an authorised deposit-taking institution within the meaning of the Banking Act 1959 of the Commonwealth;
 - 7.11 **General Meeting** means a general meeting of Members convened in accordance the Act;
 - 7.12 **Gift Funds** means: (a) gifts of money or property for the Purpose; (b) Contributions made in relation to a Fund-Raising Event held for the Purpose; and (c) money received by The Association because of such gifts and Contributions;
 - 7.13 **Laws** means the laws of the Northern Territory of Australia and Commonwealth of Australia;

- 7.14 **Member** means a Member of the Association;
- 7.15 **Membership** means a Member of the Association whose subscription fee (if applicable) is paid in full and current for the relevant financial year;
- 7.16 **Register of Members** means the register of the Association's Members established and maintained in accordance with the Act;
- 7.17 **Schedule** means a Schedule annexed hereto and forming part of this Constitution;
- 7.18 **Subscription** means the rates ratified at an Annual General Meeting or General Meeting;
- 7.19 **Special General Meeting** means a meeting called by the Members that is not a General or an Annual General meeting.
- 7.20 **Special Resolution** means a resolution notice of which is given under clause 142 and passed in accordance with section 37 of the Act.

INTERPRETATION

- 8. Unless the contrary intention appears:
 - 8.1 words importing the singular shall include the plural and words importing the masculine gender shall include the feminine or neuter genders and vice versa respectively;
 - 8.2 any reference to a person shall be deemed to include a corporate body and vice versa;
 - 8.3 references to laws shall be deemed to extend to all laws, regulations, ordinances or by-laws of both the Northern Territory of Australia and the Commonwealth of Australia and includes the amending consolidating or replacing of same. Reference to a specific law includes any statutory extension or modification or re-enactment of such law and any regulation rules or orders made thereunder;
 - 8.4 references to any authorities, associations, societies or bodies shall in the event of any such entities ceasing to exist or being reconstituted renamed or replaced or the powers or functions of any of them being transferred to any other entity refer respectively to the entity established or constituted in lieu thereof or succeeding to the similar powers or functions;
 - 8.5 if any term or condition of this Constitution or the application thereof to any person or circumstance becomes invalid or unenforceable the remaining terms and conditions shall not be affected thereby and each term and condition of this Constitution shall be valid and enforceable to the fullest extent permitted by law;
 - 8.6 any terms implied by law (statutory or otherwise) are not negated but shall be deemed to have been modified (where so permitted) to the extent of any inconsistency with the provisions of this Constitution; and
 - 8.7 any headings indices or marginal notes have been included for ease of reference and no provision of this Constitution is to be construed or interpreted by reference to them.

POWERS OF ASSOCIATION

- 9. For achieving its Objects, the Association accepts all powers available to under the Act.
- 10. Subject to the Act, the Association, by resolution of its Board, may do all things necessary or convenient to carry out the Objects, including but not limited to:
 - 10.1 acquire, hold or dispose of real or personal property;
 - 10.2 open and operate accounts with Financial Institutions;
 - 10.3 invest its money in any security in which trust monies may lawfully be invested;
 - 10.4 raise and borrow money on the terms and in the manner it considers appropriate;
 - 10.5 secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - 10.6 appoint agents to transact business on its behalf;
 - 10.7 enter into any contract for any purpose;

- 10.8 employment of any person, company or organisation;
- 10.9 make, amend or rescind any by-law, regulation or other proceeding for the due maintenance and control of the Association;
- 10.10 sue and be sued in its own name;
- 10.11 establish any business entities or structures it considers necessary or desirable;
- 10.12 delegate in writing any of its powers to any person or entity;
- 10.13 apply for or hold any licence;
- 10.14 enter into any arrangement for union of interests, co-operation or reciprocal concessions with other organisations with a view to furthering the Objectives;
- 10.15 or do any other thing the Board deems reasonably necessary to do.
- 11. Notwithstanding anything contained in clause 10, the income and property of the Association shall be applied solely towards promotion of the Objects, no portion thereof shall be paid or transferred directly or indirectly by way of profit to any Member, save and except the Association may:
 - 11.1 pay any officer or servant of the Association for services rendered to the Association; or
 - 11.2 pay rent to a Member in his capacity as a Landlord.

EFFECT AND ALTERATION OF CONSTITUTION

- 12. This Constitution (including all Schedules) is binding upon all Members 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.
- 13. The incorporated name, Constitution and By-laws of the Association can only be amended by a special resolution passed at an Annual General Meeting, General Meeting or Special General Meeting by at least three-quarters of those Members present and eligible to vote.
- 14. Where there is any inconsistency between this Constitution and the Law, the Law shall prevail to the extent of the inconsistency.

PATRON

- 15. The Board of the Association may invite any person to be a Patron of the Association for a term determined by the Board.

MEMBERS

- 16. All persons or organisations wishing to support the Objects (Applicant) may apply to become a Member by making a written application to Board as prescribed by the Board and paying the Subscription.
- 17. The Board may seek additional information (including supporting evidence) from an Applicant.
- 18. The Board may accept or reject any application for membership in its sole and unfettered discretion.
- 19. Upon acceptance of an application, the Applicant must pay the Subscription within the time stipulated by the Board.
- 20. Where an application is rejected, the Applicant shall be advised as soon as reasonably possible and the Association shall refund the Subscription paid by the Applicant in accordance with clause 16 to the Applicant.

MEMBERSHIP CLASSES

- 21. There are four (4) classes of Membership:
 - 21.1 General Member;
 - 21.2 Life Member;
 - 21.3 Honorary Member; and

- 21.4 Affiliate Member.
- 22. The Board may create new classes of Membership in its sole and unfettered discretion.

GENERAL MEMBERS

- 23. A General Member is:
 - 23.1 a person who is not a Life Member, Honorary Member or Affiliate Member; or
 - 23.2 a person who is over the age of 18, and
 - 23.3 who agrees to support the Objects of the Association.

LIFE MEMBERS

- 24. A Life Members is:
 - 24.1 an individual who the Board or a General Meeting has appointed as a Life Member in an honorary capacity for exceptional services rendered to the Association; or
 - 24.2 an individual who prior to 24 September 2005, paid the sum of twenty times the prescribed subscription in any one year.

HONORARY MEMBERS

- 25. An Honorary Member, is an individual appointed annually by the Board, or by a majority vote of Members at a General Meeting, due to the individual's ability to assist achieve the Objects or who possess a unique skill to promote the Objects.
 - 25.1 the Board may at any time review appointed Honorary Members.
- 26. Honorary Members are exempt from Subscriptions and enjoy the same benefits as Members.

AFFILIATE MEMBERS

- 27. An Affiliate Member is an entity whose Membership has been approved by the Board and who have agreed to support and promote the Objects.
- 28. An Affiliate Member is not eligible to vote at any meeting convened by the Association or be elected to the Board.

SUBSCRIPTIONS

- 29. Each year the Board shall recommend to the Annual General Meeting or General Meeting the annual Subscription rates for all classes of Membership for ratification.
- 30. Annual Subscription rates ratified at an Annual General Meeting or a General Meeting shall take effect upon the resolution being carried.
- 31. Subscription of each Member is for 12 months.
- 32. Subscriptions are due and payable either:
 - 32.1 in accordance with clause 16; or
 - 32.2 on a Member's anniversary of Membership, wherein the Subscription shall be paid within 60 days.
- 33. A Member's Membership shall automatically terminate where the Member fails to pay its Subscription as and when it falls due.
- 34. Notwithstanding any clause herein, the Board may in its sole and unfettered discretion reduce or waive the Subscription of any individual or entity.
- 35. A Member may pay multiple years of Membership Subscriptions however, such members who do so are still governed by this Constitution and their Membership is not secured by the act of paying multiple Membership Subscriptions.

MEMBER BENEFITS

36. Subject to Clause 28 (Affiliate Member not eligible to vote) and Clause 92 (No paid employee on the Board) all General Members, Life Members, and Honorary Members shall be entitled to enjoy all benefits and privileges of Membership of the Association including the right to vote at all General and Special General Meetings and to be elected to the Board.

GENERAL RIGHTS OF MEMBERS

37. A Member may exercise its right of Membership upon being entered into the Register of Members.
38. The Membership of each Member:
- 38.1 cannot be transferred, novated, assigned, bequeathed or transmitted in any way whatsoever to any other person, Member or entity; and
- 38.2 terminates upon the cessation of a Member whether by death, resignation, incapacity, deregistration, insolvency or any other reason determined by the Board.

ACCESS TO INFORMATION OF ASSOCIATION

39. The following shall be available for inspection by Members:
- 39.1 a copy of this Constitution;
- 39.2 minutes of General Meetings; and
- 39.3 Annual Reports and annual financial reports.
40. In accordance with the Act, a Member of the Association may request access to the Register of Members. Any request made in accordance with this clause 40 shall be considered by the Board subject to and conditional upon all laws relating to the provision of personal and health information.

RAISING GRIEVANCES AND COMPLAINTS

41. A Member may submit to the Chief Executive Officer of the Association a grievance or complaint in relation to a Board Member, the Board or a Member of the Association.
42. Any grievance or complaint submitted in accordance with clause 41 must be dealt with in accordance with the provisions contained under Grievance and Dispute Procedures prior to a Member commencing any litigious action.

GRIEVANCE AND DISPUTE PROCEDURES

43. This clause applies to disputes between:
- (a) Member(s) and another Member; or
- (b) a Member(s) and the Board.
44. Within fourteen (14) 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.
45. 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.
46. 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 Board; or
- (ii) for a dispute between a Member and the Board – a person who is a mediator appointed or employed by the department administering the Act.
47. A Member of the Association can be a mediator.

48. The mediator cannot be a party to the dispute.
49. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
50. 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.
51. The mediator must not determine the dispute.
52. 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.

TERMINATION OF MEMBERSHIP

53. Membership is automatically terminated where:
 - 53.1 a Member provides written notice or resignation to the Association;
 - 53.2 a Member fails to pay its Subscription,
 - 53.3 a Member, being a natural person dies, is incapacitated or unable to manage his or her own affairs;
 - 53.4 a Member, being an entity is insolvent within the meaning of the *Corporations Act 2001*, has entered into any arrangement with creditors, appoints an administrator or liquidator or is deregistered; or
 - 53.5 the Member is expelled in accordance with clause 54.

SUSPENSION OR EXPULSION OF MEMBERS

54. Any Member who acts in a manner:
 - (a) considered by the Board to be detrimental or prejudicial to the interests of The Association; or
 - (b) contrary to the Constitution or By-Law,may be suspended or expelled in accordance with the procedure specified for suspension or expulsion of Members.
55. Where the Board considers a Member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association as outlined at clause 54, the Board must give the Member written notice of its intention to suspend or expel the Member (Notice to Suspend or Expel).
56. A Notice to Suspend or Expel must detail:
 - 56.1 the time, date and place the Board shall convene a meeting during which the Board intends to determine the suspension or expulsion of the Member, such meeting shall not be held less than 30 days from the date of the Notice to Suspend or Expel; and
 - 56.2 the conduct of the Member underpinning the Notice to Suspend or Expel.
57. Within 20 days from the Notice to Suspend or Expel the Member must provide written submissions to the Board with respect to the conduct of the Member detailed in the Notice to Suspend or Expel AND must advise the Board if the Member intends on having representation or a support person present at the convened meeting where required.
58. The Member must be personally present at the convened meeting.
59. At the convened meeting, the Board must afford the Member a reasonable opportunity to be heard.
60. Where reasonable and with consent of the Board, the Member may have a representative or support person make submissions on the Member's behalf.
61. Notwithstanding clause 60, where in the opinion of the Board a Member's representative or support person is causing disruption, delay or is discourteous to Members of the Board, the Board may, in its sole and

unfettered discretion, immediately and without notice direct the Member's representative or support person to withdraw from the convened meeting.

62. The Board will provide the Member with a determination within 14 days from the convened meeting.
63. The Board, in providing its written determination in accordance with clause 62, will confirm whether or not the Member is suspended or expelled and the date upon which the determination shall come into effect, which date must not be less than 14 days from the date of the determination.

APPEALS AGAINST SUSPENSION OR EXPULSION

64. A Member who is suspended or expelled in accordance with clause 55 (**appellant**) may appeal the determination of the Board by giving written notice to the Secretary within fourteen (14) days after receipt of the Board's decision.
65. The Secretary will cause a General Meeting to be convened.
66. Both the appellant and Board must be afforded the opportunity to be heard at the meeting and make submissions to the Members.
67. Both the appellant and Board shall be entitled to present in turns, an introduction, substantive position and closing submissions.
68. Neither the appellant nor Board is entitled to representation at the General Meeting.
69. The Members present at the General Meeting must, after the last closing submission, by resolution, either confirm or set aside the decision of the Board.

THE BOARD

ROLE AND POWERS

70. All governance, management and control of the Association including its property, effects and affairs (financial and generally) vests absolutely in the Board.
71. Other than in accordance with the Act, or as otherwise specifically provided for herein, the Association grants the Board with the authority:
 - 71.1 to exercise all powers of the Association;
 - 71.2 act on the Associations behalf; and
 - 71.3 do all other things the Board considers reasonably necessary, in its sole and unfettered discretion,notwithstanding the policy, position or belief of any other third party.
72. The Board may enter into any contract, agreement or arrangement with any third party which contract, agreement or arrangement shall be binding upon Association and the Association indemnifies the actions of the Board.
73. Subject to Clause 13, the Board has authority to make, alter or rescind the By-Laws in its sole and unfettered discretion.

COMPOSITION OF BOARD

74. The Board consists of:
 - 74.1 the Executive Board comprising:
 - (a) Office Bearers, elected at an Annual or General Meeting of the Association or appointed under Clauses 110 and 111, comprising:
 - (i) a President;
 - (ii) two (2) Vice-Presidents;
 - (iii) a Secretary/Treasurer; and

- (b) any non-executive Board member appointed to the Executive Board under the provisions of Clause 76.2; and
- 74.2 A maximum of four (4) other Members, being General, Life or Honorary Members, elected at an Annual or General Meeting of the Association or appointed under Clause 110.
- 74.3 Any persons appointed to the Board under Clause 111 of this Constitution in addition to those 4 persons outlined at clause 74.2.
- 75. One Office Bearer shall be appointed by the Annual General Meeting or Board as the Association's Public Officer in accordance with the Act. The office of Public Officer does not confer an additional substantive voting right on the Office Bearer who is also the Public Officer.
- 76. This Constitution does not preclude a person holding more than one (1) Office Bearer position. Where this occurs:
 - 76.1 the person holding more than one (1) Office Bearer position shall be entitled to exercise one (1) substantive vote, and
 - 76.2 the Board will appoint a non-executive Board member to the Executive Board to assume stewardship of the second substantive vote held by that office.

THE EXECUTIVE BOARD

- 77. The Executive Board shall consist of the Office Bearers and any non-Executive Board Member appointed under Clause 76.2 or Clause 82 (Executive Board Members).
- 78. The Executive Board shall attend to the administration of Association business between Board Meetings by holding Executive Board Meetings.
- 79. The quorum necessary at Executive Board Meetings is a minimum of three (3) Executive Board Members.
- 80. Executive Board Members may appoint a fellow Executive Board Member as his proxy.
- 81. Where an Executive Board Member appoints a proxy in accordance with clause 80, such proxy shall be counted towards satisfaction of a quorum in accordance with clause 79.
- 82. Where an Executive Board Member fails to respond to the convening of an Executive Board Meeting, is incapacitated or otherwise uncontactable, available Executive Board Members, in their sole and unfettered discretion, may appoint a non-executive Board Member for the purposes of forming a quorum in accordance with clause 79.
- 83. A non-executive Board Member accepting appointment in accordance with clause 82 does so on the basis the appointment is for the immediate upcoming Executive Board Meeting and upon conclusion of the Executive Board Meeting the appointment is automatically revoked.
- 84. Executive Board Meetings may be conducted in person, by video, teleconference, email or any forum considered reasonable by the Executive Board.
- 85. Records of all business conducted by the Executive Board shall be presented at the next Board Meeting for ratification.
- 86. The Terms of Reference for the Executive Board shall be in accordance with Schedule 1.

DELEGATION

- 87. The Board may delegate to a subcommittee or staff any of its powers and functions other than:
 - 87.1 this power of delegation; or
 - 87.2 any duty imposed on the Board by law.
- 88. Any delegation by the Board must be in writing and may be subject to any conditions deemed reasonable by the Board.
- 89. The Board may, in writing, revoke wholly or in part any delegation given by it.

ELIGIBILITY OF BOARD MEMBERS

- 90. A Board Member must be:
 - 90.1 a Member,
 - 90.2 over the age of 18, and
 - 90.3 eligible to hold office in accordance with the Act and the ACNC Act
- 91. Board Members must be elected to the Board at an Annual General Meeting, General Meeting or appointed in accordance with the provisions of clauses 110 or 111.
- 92. Notwithstanding any other clause herein, no remunerated employee of the Association shall be eligible to be elected or appointed to the Board whilst in the employ of the Association.
- 93. Pursuant to Governance Standards 4 of the regulations established under the ACNC Act, a Board Member must not:
 - 93.1 be disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; and
 - 93.2 be disqualified by the Commissioner of the ACNC, at any time during the preceding 12 months, from being a Board Member of any registered entity;

NOMINATIONS FOR ELECTION TO BOARD

- 94. Nominations for Office Bearers and Board Members must:
 - 94.1 be in writing;
 - 94.2 be in the form prescribed by the Board;
 - 94.3 signed by the nominee;
 - 94.4 accompanied by an acceptance notice executed by the nominee agreeing to be bound by the Association's Ethical Practice and Relationships Policy (located on the Association's website); and
 - 94.5 be received by the CEO fifteen (15) business days prior to the date of the Annual General Meeting.
- 95. Nominations failing to comply with the provisions of clause 94 shall be deemed invalid.
- 96. Only valid nominations can be presented at an Annual General Meeting.

TERM AND RETIREMENT OF BOARD MEMBERS

- 97. Subject to clauses 105 and 106 Board Members shall be elected at an Annual General Meeting for a two (2) year term. The positions of President and Treasurer must not to be elected in the same Annual General Meeting as the positions of the two (2) Vice-Presidents unless required.
- 98. In determining which of the general Board Member positions are scheduled for retirement and subsequent election in odd and even numbered years, as between persons who became general Board members on the same day, those to retire shall (unless otherwise agreed between themselves) be determined by lot.
- 99. A retiring Board Member is eligible for re-election and Board Members may serve consecutive terms on the Board.

ELECTION BY DEFAULT

- 100. If the number of persons nominated for election to the Board pursuant to clause 94 does not exceed the number of vacancies to be filled, the Chairperson or appointed Returning Officer must declare the persons nominated for such vacancies to be duly elected as Members of the Board at the Annual General Meeting.
- 101. If vacancies remain on the Board after a declaration in accordance with clause 100, the vacancies shall be deemed casual vacancies and the provisions of clause 110 shall apply.

ELECTION BY BALLOT

- 102. If the number of nominations exceed the number of vacancies on the Board, ballots for those positions must be conducted.
- 103. The ballot must be conducted in a manner determined by resolution at a General Meeting.
- 104. Members chosen by ballot in accordance with clause 103 must be declared by the Chairperson or appointed Returning Officer as duly elected Members of the Board.

VACATING OFFICE

105. The office of a Board Member becomes vacant where:

105.1 a Board Member:

- (a) is unable to hold a position as a Board Member in accordance with the Act or the ACNC Act;
- (b) resigns by giving written notice to the Board;
- (c) dies, is incapacitated or is unable to manage his/her own affairs; or
- (d) ceases to be a Member of the Association.

105.2 the Board Member, having received notice of a Board Meeting, is absent from more than:

- (a) three (3) consecutive Board meetings; or
- (b) three (3) Board meetings in the same financial year without tendering an apology to the Chairperson;
- (c) unless the Board specifically resolves to the contrary.

REMOVAL OF BOARD MEMBER

- 106. The Association, through a General Meeting of Members, may remove any Board Member at any time.
- 107. Where the Board determines a vacancy has arisen as a result of clause 106, and in accordance with clause 110 has not appointed a Member to fill the vacancy, an election must be held to fill the vacancy.
- 108. Notwithstanding any other clause herein, where a Board Member:
 - 108.1 is found guilty of committing a serious offence;
 - 108.2 is unable to hold a position as a Board Member under any applicable law;
 - 108.3 breaches a term of this Constitution;
 - 108.4 brings the Association into disrepute;
 - 108.5 fails to disclose a conflict of interest or association which may affect the reputation of the Association; or
 - 108.6 publishes or proffers an opinion in the public domain which may harm the Association or any of its Members;

the Board, in its sole and unfettered discretion by a resolution passed by at least three-quarters of those Board Members present and eligible to vote, may revoke the appointment of that Board Member, which revocation shall be final and binding and immediate in its effect. The Board shall advise the Board Member in writing of its decision as soon as possible after its decision to terminate the Board Member.

- 109. Any Board Member whose appointment is revoked in accordance with clauses 106 or 108 (former Board Member), shall upon receipt of notice in accordance with clauses 106 or 108 return to the Association any property belonging to the Association (including documentation) and destroy any data stored electronically on any personal device(s) of the former Board Member belonging to the Association.

APPOINTMENTS TO BOARD

- 110. The Board has authority to unilaterally appoint a Member to fill any vacancy on the Board or any office position on the Board. Any person appointed shall hold the position until the next Annual General Meeting.

111. The Board has the authority to appoint a Member to any office where, by virtue of their unique qualities or skills can enhance or promote the Objects. Any person appointed shall be in addition to elected Members and shall hold office until the next Annual General Meeting after which they are eligible for re-appointment by the incoming Board.

COLLECTIVE RESPONSIBILITY OF BOARD

112. As soon as practicable after being elected to the Board, each Board Member must become familiar with the Act, the ACNC Act and this Constitution.
113. The Board is collectively responsible for ensuring the Association complies with the Act, the ACNC Act and this Constitution.
114. Each Board Member must comply with their duties at law (including at common law), and with the duties described in Governance Standard 5 of the regulations made under the ACNC Act, including:
- 114.1 to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board Member;
 - 114.2 to act in good faith and in the best interests of the Association and to further the Objects;
 - 114.3 not to misuse their position as a Board Member;
 - 114.4 not to misuse information they gain in their role as a Board Member;
 - 114.5 to disclose any perceived or actual material conflicts of interest, such as in a contract or proposed contract with the Association as soon as they become aware of their interest and at the next Annual General Meeting;
 - 114.6 to ensure the financial affairs of the Association are managed responsibly; and
 - 114.7 not to allow the Association to operate while it is insolvent.

CHAIRPERSON AND VICE-CHAIRPERSON

115. The President or in his absence, the next position of authority, shall be the Chairperson at all meetings. In the absence of the President and the Vice -Presidents, the Members present shall elect one of the Members present the Chairperson.

PUBLIC OFFICER

116. The Public Officer must ensure governance compliance in accordance with the Act and the ACNC Act.
117. Where the Public Officer becomes aware the Association has, or may, breach the Act or the ACNC Act the Public Officer must immediately notify the Board.
118. The Board must not be without a Public Officer for a period of more than 14 days.

MEETINGS OF BOARD

FREQUENCY AND CALLING OF MEETINGS

119. The Board must meet not less than four (4) times every financial year.
120. Meetings may be conducted in person, via video, teleconference, email or in any other forum considered reasonable by the Board.
121. The Chairperson, any member of the Executive Board or at least half the Board Members may at any time convene a special meeting of the Board.

VOTING AND DECISION MAKING

122. Each Board Member present at the meeting has a deliberative vote.
123. A question arising at a Board meeting must be decided by a majority of votes.

- 124. If there is no majority, the matter must be decided in the negative and reconsidered at the next meeting of Board.
- 125. In the event of a second tied vote, the matter must be decided in the negative and reconsidered at the next meeting of Board.
- 126. Where there have been three (3) tied Board votes on a matter, the matter must be referred to a General Meeting of Members for decision.

QUORUM

- 127. The quorum necessary to transact Board business is three Members, two of which must be Office Bearers.

DISCLOSURE OF CONFLICT OF INTEREST

- 128. A Board Member who has a direct or indirect pecuniary interest in a contract, or proposed contract in connection with the Association or proposed activities of the Association, must immediately upon becoming aware of the conflict of interest, disclose the nature and extent of the to the Board in accordance with Section 31 of the Act and the ACNC Act;
- 129. The Board in its sole and unfettered discretion will determine, by a majority vote, how the Board shall manage the conflict of interest disclosed in accordance with clause 128.
- 130. A decision of the Board in accordance with clause 129 shall be final and binding upon the Board Member subject to the conflict of interest disclosure.
- 131. Any disclosure made pursuant to clause 128 must be recorded in a minute of the meeting.
- 132. Any determination made pursuant to clause 129 must be recorded in a minute of the meeting.

GENERAL MEETINGS

ANNUAL GENERAL MEETING

- 133. The Annual General Meeting of Members shall be held within five (5) months after the end of the financial year.
- 134. At the Annual General Meeting:
 - 134.1 the Annual Report, Audited Balance Sheet and Financial Statements for the year immediately preceding 30 June shall be presented;
 - 134.2 the Board positions being vacated due to retirement shall be presented for election; and
 - 134.3 an Auditor shall be appointed.

GENERAL MEETINGS

- 135. At any time, the Board may in its sole and unfettered discretion convene a General Meeting.

SPECIAL GENERAL MEETINGS

- 136. A Special Meeting shall be called on a written request to the President or a Vice-President, signed by at least six persons eligible to vote.
- 137. Such meeting shall be held at a date appointed by the Board which shall be a date not later than thirty (30) business days after receipt of such request.
- 138. Only the business for which that Special Meeting was called shall be discussed.

NOTICES OF GENERAL MEETINGS

- 139. Any meeting convened shall provide Members with a minimum of fourteen (14) days' notice, subject to clause 143.

- 140. The notice of meeting must specify the date and time the meeting shall be held and the business to be transacted at the meeting.
- 141. Notice of a meeting is satisfied where the details of the meeting have been:
 - 141.1 advertised in a newspaper circulated in the Northern Territory; or
 - 141.2 sent by ordinary pre-paid post or emailed to Members at the address recorded for the Member in the Register of Members.

SPECIAL RESOLUTIONS

- 142. A Special Resolution may be moved at any General Meeting of The Association.
- 143. The Secretary or person nominated by the Board must give all Members not less than twenty-one (21) days' notice of the meeting at which a Special Resolution is to be proposed.
- 144. The notice must include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.
- 145. A Special Resolution is passed when three-quarters of the Members who are present in person or by proxy vote in favour of the resolution at a General Meeting.

QUORUM AT GENERAL MEETINGS

- 146. At a General Meeting, five (5) Members constitutes a quorum and a Proxy provided by a Member to a third party shall count in the formation of a quorum.

LACK OF QUORUM

- 147. If within thirty (30) minutes from the notified commencement time of a meeting, a quorum is not present, the meeting, where convened upon the requisition of Members, shall be dissolved.
- 148. In any other case, the meeting shall stand adjourned until the following week on the same day, time and place or to such other day, time and place as the Board may, in its absolute discretion acting reasonably, determine.
- 149. Where at the adjourned meeting a quorum is not present within thirty (30) minutes from the notified commencement time, the Members present shall constitute a quorum.

VOTING

- 150. Except as otherwise provided herein, a resolution put to a vote at an Annual General Meeting, General Meeting or Special General Meeting shall be decided by a simple majority of those Members present, in person, by teleconference, videoconference or by proxy.
- 151. Each Member shall be entitled to one deliberative vote and where there is a tied vote the matter will be decided in the negative.
- 152. Except as otherwise provided herein, all Members shall be eligible to vote at all General, Annual and Special General Meetings.

PROXIES

- 153. A Member may appoint in writing another Member to be the proxy of the appointing Member, which proxy may attend and vote on behalf of the appointing Member at any General, Annual and Special General meeting.

FINANCIAL MANAGEMENT

FINANCIAL YEAR

- 154. The Association's financial year shall end 30 June annually.

FUNDS AND ACCOUNTS

155. In furtherance of the power of Association, The Association, through the Board, shall have power:
- 155.1 open and operate such bank account or accounts in the name of The Association as the Board shall think fit, to be operated on each occasion by any two persons designated by the Board as being persons who are authorised signatories of The Association for that purpose;
 - 155.2 to invest its funds in the name of The Association or of a Trustee or Trustees on behalf of The Association in or upon such shares, securities or investments as may be approved by the Board.
 - 155.3 To borrow money upon such terms and in such manner and upon such security (if any) as may be approved by the Board for any purpose which in the opinion of the Board will assist or enable The Association to carry out directly or indirectly the objects and purposes of The Association.
 - 155.4 The income and property of The Association whensoever derived shall be applied solely towards the promotion of the objects of The Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members or to relatives of Members of The Association PROVIDED THAT nothing herein shall prevent the payment in good faith to any officer or servant of The Association in return for any service actually rendered to The Association or reasonable and proper rent for premises let by any Member of The Association.
 - 155.5 All funds referred to in this clause 155 must be treated pursuant to the Act and the ACNC Act.

ACCOUNTS AND AUDITS

156. The Auditor or Auditors of the Association shall be appointed at the Annual General Meeting.
157. The Board must ensure the accounting records of the Association are kept in accordance with the Act and the ACNC Act.
158. The Association must give the Auditor:
- 158.1 notice of a General Meeting in the same way a Member receives notice; and
 - 158.2 any other communication relating to the General Meeting a Member is entitled to receive.
159. The Auditor is entitled to attend and be heard at any General Meeting.

COMMON SEAL

160. The Members of the Executive Board shall be the holders of the Common Seal.
161. The Common Seal of the Association shall only be affixed to any instrument by authority of a resolution of the Executive Board or Board and in the presence of two seal holders and those seal holders shall sign every instrument to which the seal of the Association is fixed in their presence.
162. A person nominated by the Board will record every use of the common seal and ensure the common seal is kept in safe custody at all times.
163. The Association may alternatively sign pursuant to section 127(1) and 110(A) of the Corporations Act 2001 (Cth).

DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP

164. The Association may be wound up or dissolved in a manner consistent with the Act.
165. If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, any assets remain, the assets must be given or transferred to another entity which:
- 165.1 has similar Objects or purpose;
 - 165.2 is not carried on for profit or gain of its members; and
 - 165.3 that is or are deductible gift recipients within the meaning of the Income Tax Assessment Act 1997 (Cth)

166. The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution of Members at or before the time of winding up. If Members do not make this decision, The Association may apply to an appropriate court or body to make this decision.

GIFT FUND AND REPORTING AND COMPLIANCE

167. To satisfy requirements of registration as a Deductible Gift Recipient (DGR) with the Australian Tax Office a Gift Fund shall be maintained to receive tax deductible donations.
168. If the Gift Fund is wound up or if the endorsement of the Association as a Deductible Gift Recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.
169. For the purpose of this constitution, Gift Fund monies are to be considered Surplus Assets.
170. Despite any other provision in this Constitution:
- 170.1 if the Associations Act or the ACNC Act prohibits a thing being done, the thing may not be done;
 - 170.2 if the Associations Act or the ACNC Act requires something to be done, authority is given for that thing; and
 - 170.3 if a provision of this Constitution is or becomes inconsistent with the Associations Act or the ACNC Act, that provision must be read down or, failing that, severed from this Constitution to the extent of any inconsistency.

SCHEDULE 1

BY-LAWS TO THE CONSTITUTION

EXECUTIVE BOARD TERMS OF REFERENCE

BASIC PRINCIPLES OF EXECUTIVE GOVERNANCE

1. All Board Members should have the opportunity to put their views on matters that legitimately should come before the Board and concerning which all Board Members can be held accountable. Any decisions that the Executive might take without direct reference to the Board should be within parameters that are agreed by the Board.
2. The Executive Board is responsible for the day-to-day operations of the Association and will use its best endeavours to achieve all operational requirements within the approved budget and strategic parameters as determined by the Board.
3. The nature and extent of any delegated authority the Executive has to make decisions or take action should be agreed, clearly understood and documented by the Board.

Authority of the Executive

4. The Executive Board carries the authority to maintain the 'business' of the Association within Board determined limits as mentioned in principle 2. above.
5. In doing so the principle is that, if the Board delegates its authority, it remains responsible for the exercise of that delegated power as if the Board had exercised that power directly itself.
6. The Executive has the authority to represent the Association in meetings, discussions, negotiations, presentations and the like with outside parties including government, business and other NGOs between Board Meetings. However, it does not have the authority to commit the Association to any action that is not in accordance with existing policy of the Association.
7. The Executive is responsible for reviewing and reporting to the Board on any developments, which significantly impact on the organisation or its operations and for monitoring strategic directions.
8. The Executive, having a closer working relationship with senior management, may also be involved in
 - 8.1 CEO appointment, mentoring, and assessment within Board agreed parameters
 - 8.2 Projects, opportunities and outcomes arising out of the strategic plan that final Board decisions/policy directions are required. In doing so it is facilitating and enhancing Board decision processes.
9. In extraordinary circumstances in which the Executive considers that:
 - 9.1 the interests of the Association as a whole are at risk, or
 - 9.2 a decision or action is required urgently that may not be consistent with Strategic and Business plans,the matter will be referred to either a specially convened meeting of the Board or the next scheduled face to face meeting of the Board, whichever is the most appropriate.

Executive Instruction to CEO

10. In order to ensure clear lines of communication, the President will act as the sole point of direction to the CEO, unless otherwise decided by the Executive.