

NIGHTCLIFF SPORTS & SOCIAL CLUB INC.

CONSTITUTION

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

Name of public
officer

Made on (date)

Before me

(signature of witness on statutory declaration)

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PART 1 – PRELIMINARY

1. Name

The name of the Association shall be Nightcliff Sports & Social Club Incorporated, (hereinafter referred to as “the Association”).

2. Objectives and purposes

The objectives and purposes for which the Association is established are:

- a. Operate a profitable club providing gaming, bar and Bistro facilities for the benefit of members and affiliate clubs
- b. Maintain high levels of governance and participation in the management of the club
- c. profitably manage the club bar, bistro and gaming functions while providing a pleasant atmosphere for members guests and community groups
- d. responsibly manage the facilities for all members and community benefit
- e. support affiliate clubs in providing high quality and accessible sporting opportunities to local residents
- f. provide affiliates and sporting organizations with resources to provide sporting opportunities and activities

3. Powers of Association

- (1) For achieving its objects and purposes, the Association have 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.

4. Definitions

In this Constitution, unless any contrary intention appears:

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

“Affiliate Club” means any sporting club, sporting body or group, or recognised past-time group, whether incorporated or not, approved by the Committee to be an Affiliate of the Association;

“Affiliate Financial Year” means the twelve calendar months of each individual Affiliate Club, as advised to the Association;

“Association” means the Nightcliff Sports and Social Club Incorporated;

“Association Financial Year” means the 12 calendar months commencing on the 1st day of July one year and ending on the 30th day of June in the following year;

“Management Committee” means the Committee of Management of the Association;

“Committee” means any Committee not being the Management Committee and includes sub-committees;

“Financial Institution” means an authorised deposit-taking institution within the meaning of Section 5 of the *Banking Act 1959* of the Commonwealth;

“Liquor Act” means the *Liquor Act of the NT* and regulations made under that Act;

“Management Rules” means any rules, By-laws or operating procedures prepared and adopted from time to time by the Management Committee and shall include a current list of all approved “Affiliate Clubs”;

“Member” means a financial member of the Association;

“Membership financial year” means the following twelve calendar months commencing from the date membership is paid;

“Premises” refers to the whole of Lot 9243, Camphor Street, Darwin and shall include any future legal amendments or alterations to the boundaries of Lot 9243;

“Register of members” means a register of the Association’s members established and maintained under section 34 of the Act;

“Special Resolution” means a resolution notice of which is given under clause 55(c) and passed in accordance with clause 55(d)

Words in the singular number shall include the plural and words in the masculine shall include the feminine.

5. Minimum number of members

The Association must have at least five members.

PART 2 – CONSTITUTION

6. Effect of Constitution

This Constitution binds every member (including short term or temporary members) and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agrees to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act or any other current legislation applicable or in force, then the Act and/or provisions of that legislation prevail.

8. Altering the Constitution

- (1) Subject to the provisions of the Act (as amended from time to time) this Constitution may be amended, rescinded or amplified from time to time by a Special Resolution provided that no such amendment, rescission or addition shall be valid unless the General Meeting at which it was passed and effected shall have been called for the sole purpose of dealing with that special resolution.
- (2) If the Constitution is altered, the Public Officer must ensure compliance with section 23 of the Act.

PART 3 – MEMBERS

9. Application for membership

- (1) To become a member of the Association a person must complete a written application for membership on a form approved by the Committee and submit it to the Manager/Nominee.
- (2) On receiving the application for membership the Manager/Nominee is to confirm that the applicant is not less than eighteen years of age at the time of application for membership and be eligible to be accepted as a member.
- (3) The Manager is to include in his monthly report to Committee a list of all new applications received in the preceding month for Committee ratification.

10. Membership fee – Renewals – Affiliate members – Refunds

- (1) The annual membership fee and renewal fee is an amount determined by resolution or vote at each Annual General Meeting, and upon payment of the membership fee each member shall be issued with a valid membership card. The membership card must be carried at all times whilst the member is on club premises and produced on request.
- (2) If a new application for membership is approved by the Management Committee the applicant becomes a member on payment of the membership fee.
- (3) When a new member is accepted, the membership fee payable is the full amount determined under clause (1).
- (4) Renewal of annual membership fees shall be payable on the anniversary of previous membership paid.
- (5) When members of an affiliate club, who's financial and/or operating year differ from that of the Association, pay the full annual membership fee they are deemed to be members of the Association for a period of 12 months from the date of payment and comply with clause (1) and "Membership Financial Year" requirements.
- (6) If a proposed new member has tendered their membership fee at the time of lodging their application form and is subsequently not accepted as a member then the fee paid shall be refunded in full.
- (7) Any membership fee paid shall be non-refundable except for clause (6) above.

11. Short term or temporary membership

- (1) The Management Committee may confer, at its discretion, short term membership upon any person who in their opinion:

- (a) is a temporary international visitor and whose normal place of residence is outside of Australia, for a period not to exceed 21 days; or
 - (b) is a temporary visitor from within Australia whose normal place of residence is greater than 100 kilometres from the Association premises, for a period of no more than 21 days.
- (2) Such membership must be applied for in the normal manner described in clause 9 (1). Short term membership shall entitle the applicant to full participation of activities of the Association except that the temporary member shall not have the right to attend, be heard at or to vote at meetings. Short term membership may be terminated without reason at any time by the Management Committee,
- (3) A short term membership may be granted only once per calendar year.
- (4) The Management Committee may delegate its authority to grant short term membership to a person, including a member of staff or an employee of the Association.
- (5) Short term membership may be granted on recommendation, verbal or written, of an office holder of an affiliate club of the Association.
- (6) A person granted short term membership shall be issued with a valid membership card.

12. Foundation Life membership

The Management Committee may confer continued Foundation Life membership of the Association to any member who has been granted Foundation Life membership from club inception. A Foundation Life member is deemed to be an ordinary member and shall have the same rights and privileges of an ordinary member, save the payment of membership fees.

13. Honorary Life membership

A member may be elected as an Honorary Life member of the Association at an Annual General Meeting of the Association if their services to the Association have been so outstanding as to merit that honour. Nominations and applications for Honorary Life membership must be submitted to the Management Committee at least one (1) month prior to the next Annual General Meeting. Honorary Life membership may only be moved by the Management Committee through a notice of motion at an Annual General Meeting. An Honorary Life member is deemed to be an ordinary member and shall have the same rights and privileges of an ordinary member, save the payment of membership fees.

14. Visitors

- (1) All visitors must observe current sign in requirements and procedures.
- (2) Current financial members shall have the privilege of introducing a friend or friends to the Association's premises. Such visitors shall be entitled to all social privileges of members of the Association during the course of such visit, but may not take part in any meeting of the Association. The maximum number of guests which a member can sign in at any one time is limited to six (6). Introduced visitors may only be admitted on three (3) occasions, when their further admission to the premises will be dependant on them applying for membership and being accepted as a member of the Association.
- (3) A member of any other club, association or the like in another locality, who is visiting the Association's premises for the purpose of competing in an activity or pastime or pursuing the objectives of the Association or of an affiliated club, is entitled to entry and use of the associations facilities.

- (4) The Association may enter into arrangements with other associations that have similar objectives, for the grant of reciprocal privileges and entitlements for their respective members.
- (5) A person who is not introduced to the Association by a member may visit the club on no more than three (3) occasions when their further admission to the premises will be dependent on them applying for membership and being accepted as a member of the Association.
- (6) All visitors are subject to the requirements of the Association, the Act, any relevant legislation and this Constitution.
- (7) Any visitor who has applied for membership and paid their membership fee may use the facilities of the Association without restriction until such time as their application is accepted or rejected. They may not however take part in any meeting of the Association until accepted as a member.

15. Cessation of membership

- (1) A person shall cease to be a member of the Association in the circumstances set out in clause 21.
- (1) A person shall cease to be a member of the Association upon giving notice in writing to the Secretary of their resignation from the Association.
- (2) A person shall cease to be a member of the Association upon failure to pay the annual membership subscription fee within three (3) months of the expiry of the membership year.

16. Rights of members – General

- (1) Subject to the provisions of clause 10(1) and clause 11, a member may exercise the rights of membership of the Association when their name is entered in the register of members.
- (2) Membership of the Association may not, under any circumstance, be transferred, assigned or sold to another person.
- (3) Members of the Association have the right to frequent the premises and utilise the services offered during the times advised by the Management Committee subject always to compliance with any relevant current Legislation, Association by-laws and/or any management rules in force at the time.
- (4) It is the responsibility of the member to ensure that the Association is advised of any change of address or other pertinent information as required on membership forms.

17. Voting rights

- (1) Each financial member has one vote at all meetings of the Association.
- (2) A new financial member is not eligible to vote at any meeting of the Association until their application has been ratified by the Committee and payment of annual membership fee has been made.

18. Access to information of the Association

The following must be available for inspection by members:

- (a) A copy of this Constitution,
- (b) Minutes of Annual General Meetings,

- (c) Annual Reports and Annual Financial Reports.

19. Raising of grievances and complaints

- (1) A member or any employee of the Association may raise a grievance or complaint about the Management Committee, a Committee member, or another member of the Association. Such grievance or complaint shall be in writing.
- (2) The grievance or complaint must be dealt with by following the procedures set out in Part 7 and /or Part 8 of this document.

20. Termination

Membership of the Association may be terminated by:

- (a) a notice of resignation of membership in writing
- (b) non-payment of the annual membership fee within the specified time frame
- (c) expulsion in accordance with this Constitution - refer clause 22.

21. Death of member or whereabouts unknown

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

22. Notice of suspension or expulsion of members

- (1) If the Management Committee considers that a member should be suspended or expelled under Part 8 of the Constitution, it must give notice in writing within fourteen (14) days of the decision to the member and include the following:
 - (a) details of the alleged offence;
 - (b) details of the length of suspension and/or expulsion;
 - (c) members rights of appeal, if any.
- (2) The notice may be hand-delivered, sent by email or posted by registered mail to the member's last known address.

PART 4 – MANAGEMENT COMMITTEE

Section 1 – General

23. Accountability

- (1) The business of the Association must be managed by or be under the direction of a Management Committee.
- (2) The Management Committee shall be answerable and accountable to the Association at Annual General Meetings.

- (3) In terms of clause 36(1) a member of the Management Committee may be removed from office.
- (4) The Management Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through an Annual or General Meeting of members and that are not inconsistent with the Constitution or provisions of the Act.
- (5) The Management Committee may appoint and remove the General Manager.
- (6) The Management Committee may from time to time prepare and publish By-Laws and Policy and Operating Procedures known as Management Rules.

24. Composition and Tenure of Office

- (1) The Management Committee shall consist of a maximum of 9 (nine) members as follows:
 - (a) a President;
 - (b) a Senior Vice President;
 - (c) a Junior Vice President;
 - (d) a Secretary;
 - (e) a Treasurer;
 - (f) four (4) other persons who are referred to as Management Committee Members
- (2) Each affiliate club should have no more than two (2) financial members on the Management Committee. However this provision may be varied when vacant positions, for whatever reason, remain on the Management Committee.
- (3) At the next Annual General Meeting after the adoption of this Constitution and each Annual General Meeting thereafter, the Management Committee members shall, for reasons of continuity, hold office and be elected in accordance with the following:
 - (a) in an odd numbered (1, 3, 5, 7, 9) year the President, Junior Vice President, Treasurer and two (2) Management Committee members shall be elected for a two (2) year term;
 - (b) in an even numbered year (0, 2, 4, 6, 8) the Senior Vice President, Secretary and two (2) Management Committee members shall be elected for a two (2) year term;
 - (c) the Management Committee members referred to in paragraph (a) if the relevant Annual General Meeting is in an even numbered year or in paragraph (b) if the relevant Annual General Meeting is in an odd numbered year, shall retain office until the following Annual General Meeting.
 - (d) the two Management Committee positions to be vacated at the next Annual General Meeting, after the adoption of this Constitution shall be the two positions that would have been vacated under the former Constitution.
- (4) In the event of a member wishing to stand for election to Management Committee Clause 28.1 prevails.

25. Delegation

- (1) The Management Committee may establish, as it considers appropriate, one or more committees (known as sub-committees), consisting of members of the Association to undertake any functions other than:
 - (a) the power of delegation set out in this Constitution
 - (b) a duty imposed on the Management Committee by this Constitution, the Act or any other law or regulation.
- (2) Any sub-committee formed under clause 25(1) may be amended from time to time as the Management Committee sees fit and details of which shall be laid out in current Management Rules.
- (3) The Management Committee may, if applicable under the Constitution, delegate certain duties to staff members.
- (4) Any delegation must be confirmed in the Association's Management Committee meeting minutes and may be subject to any conditions and limitations the Management Committee considers appropriate, and the Management Committee may, in writing, revoke wholly or in part, such delegation at any time.

26. Eligibility of Management Committee members

A Management Committee member must:

- (a) be a financial Association member, who is 18 years of age or over; and
- (b) meet the criteria referred to in the Act; and
- (c) be elected to the Management Committee at an Annual General Meeting or appointed under clause 30.

27. Disclosure of Interest

- (1) A Management Committee member who has a direct or indirect pecuniary interest in any contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Management Committee in accordance with Section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the relevant Management Committee Meeting.
- (3) The President 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.

Section 2 – Election of Office Bearers

28. Nominations for election to Management Committee

- (1) At each Annual General Meeting, subject to meeting the criteria set out in clause 26(a), any financial member is entitled to nominate for any vacant Management Committee position or stand against an incumbent of that position.
- (2) All nominations for positions on the Management Committee must be in writing, in a form approved by the Management Committee and must be signed by the two (2) nominating members together with the nominee.

- (3) A member is not eligible to stand for formal election and be placed on a List of Candidates for the Management Committee unless the Secretary receives a written nomination from that member not less than seven (7) full days before the date of the Annual General Meeting, exclusive of the day of the Annual General Meeting.

29. List of candidates

The Secretary shall immediately upon the close of nominations:

- (a) check that all nominees are financial;
- (b) check that the affiliation listed on the nominee's club records are correct;
- (c) reject any nominations that do not conform or are invalid under clause 24(2)
- (d) Place a list of all conforming nominations, together with the position for which the nomination has been received, on a notice board displayed in a conspicuous place in the club premises. Where there is more than one person nominated for a particular position the Secretary shall record the surnames of each candidate in strict alphabetical order. The list should clearly show any current incumbent.

30. Election by default

- (1) If no other member nominates for election to a position on the Management Committee under clause 28(1), the Chairperson must declare the incumbent/s duly re-elected.
- (2) If any vacant positions remain on the Management Committee after declarations under clause 29(1), nominations for vacant positions may be called for and accepted from the floor at the Annual General Meeting.
- (3) If only one nomination from the floor is received for a vacant position, the Chairperson may declare that person duly elected to that position on the Management Committee.
- (4) If nominations from the floor are insufficient to fill the number of remaining vacant positions on the Management Committee, the unfilled positions are taken to be casual vacancies and may be filled by the new Committee.

31. Election By Ballot

- (1) If there is more than one (1) nomination for any position on the Management Committee ballots for those positions must be conducted,
- (2) The members elected by ballot must be declared by the Chairperson to be duly elected as members of the management Committee.

32. Scrutineers

- (1) If required under clause 31(1), immediately prior to the commencement of the elections at least two (2) scrutineers shall be appointed by the Chairperson to conduct the ballot. Both scrutineers must be current financial members of the Association.
- (2) One of the scrutineers shall be nominated as the Returning Officer.

33. Voting procedure

- (1) All decisions made by the Returning Officer during the course of the election shall be absolutely final. Voting shall be by simple ballot.
- (2) If a candidate has nominated for more than one position on the Management Committee and is elected to a position, the Returning Officer shall delete the name of that candidate from the other list prior to any ballot being conducted.
- (3) When required, the Returning Officer and scrutineer shall upon completion of the ballot for each position:
 - (a) open the ballot papers;
 - (b) count the total number of votes received for each position;
 - (c) examine the ballot papers;
 - (d) reject all ballot papers which are informal; and
 - (e) count the valid votes recorded in favour of each candidate on the ballot paper.
- (4) In determining the result of a ballot for a position on the Management Committee, the Returning Officer shall proceed as follows:
 - (a) in respect of each valid ballot paper, count one vote to each candidate:
 - (i) against whose name a valid vote has been placed;
 - (ii) to whom he is required to count a vote under these rules;
 - (iii) count a vote in any case where he is satisfied from the ballot that the person who filled in the ballot paper has done so in such a manner as to indicate a clear intention to vote for that candidate;
 - (b) list the names of the candidates in order of votes counted for each, commencing with the candidate receiving the most votes;
 - (c) then exclude the candidate/s who have polled the least votes until there is only one candidate to fill the position;
 - (d) if, on any count, two or more candidates have an equal number of votes and one or more of them has to be excluded, the Returning Officer, the current President and the Chairperson of the meeting shall decide by simple majority, which candidate shall be appointed to the vacant position. The decision shall be announced by the Returning Officer.

Section 3 – Retirement, vacating or removal of Office Bearers

34. Retirement of Management Committee members

- (1) A Management Committee member holds office until the expiry of their term or the next Annual General Meeting unless the member vacates the office under 34(5) or clause 35.

- (2) In line with clause 24(3) the office of some Management Committee members becomes vacant at each Annual General Meeting and elections for new Management Committee must be held. Any member elected or appointed to the Management Committee are so elected for the periods detailed in Section 24(3) and for any appointments filling casual vacancies, for such periods as the original incumbent was, or would have been elected.
- (3) Members of the outgoing Management Committee shall remain in office until a new Management Committee is elected.
- (4) Members may serve consecutive terms on the Management Committee,
- (5) A member of the Management Committee may at any time, by notice in writing to the Secretary, resign from the Management Committee. Any vacancy so occurring, or occurring in any other way, shall, where possible, be filled by the appointment of a member of the affiliate club of which the resigned Management Committee person was a member.

35. Vacating office

The office of a Management Committee member becomes vacant if the office bearer:

- (a) is disqualified from being a Committee member under section 30 or 40 of the Act;
- (b) resigns by giving written notice to the Committee;
- (c) dies or is rendered permanently incapable of performing the duties of office, by mental or physical ill-health;
- (d) ceases to be a resident of the Northern Territory;
- (e) ceases to be a member of the Association;
- (f) is absent for more than 3 consecutive Committee meetings, or 3 Committee meetings in the same financial year without tendering an apology to the President.

36. Removal Of Management Committee Member

- (1) The Association may through a General Meeting of its members, remove any Management Committee member before the member's term of office ends, by a vote of three quarters of the majority of the members present at that meeting, or by the application of any laws of the NT that prevents the Committee person from performing their duties.
- (2) If a vacancy arises through removal under clause 36(1), an election must be held to fill the vacancy, such election to take place at the same General Meeting which removed the member.

37. Filling of casual vacancy on Management Committee

- (1) If a vacancy remains on the Management Committee after the application of clause 30(4) or if the office of a Management Committee member becomes vacant under clauses 35 and 36, the Management Committee may appoint any member of the Association, who meets the criteria of the Act to fill that vacancy.
- (2) However, if the office of public officer becomes vacant, under the Act, a Management Committee person must be appointed to fill the vacancy.

Section 4 – Duties Of Committee Members

38. Collective responsibility of Committee

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

39. President, Senior Vice-President And Junior Vice-President

- (1) Subject to the provisions of clause 48, the President must preside at all General Meetings and Management Committee meetings.
- (2) If the President is absent from a meeting, the Senior Vice-President must preside at the meeting.
- (3) If the President and Senior Vice-President are absent then the Junior Vice-President must preside.

40. Secretary

The Secretary must:

- (a) co-ordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of general meetings, Annual General Meetings and Management 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;
- (e) unless the members resolve otherwise at a general meeting, have custody in accordance with all relevant legislation, of all books, documents, records, returns and registers of the Association, other than those required by clause 41 to be in the custody of the Treasurer;
- (f) perform any other duties imposed by this Constitution on the Secretary.

41. Treasurer

- (1) The Treasurer, or his nominee under clause 41(2) must:
 - (i) receive all monies paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (ii) pay all moneys received into the account of the Association within 5 working days after receipt;
 - (iii) make any payments authorised by the Management Committee or by a general meeting of the Association from the Association's funds;

- (iv) ensure cheques and/or electronic payments are authorised by the Treasurer and at least one other Management Committee member, or by any two (2) other staff members authorised and appointed by the Management Committee;
 - (v) ensure that the accounting records of the Association are kept in accordance with Section 41 of the Act;
 - (vi) co-ordinate the preparation of the Association's annual statement of accounts;
 - (vii) if directed to do so by the President, submit to the Management Committee a report, balance sheet or financial statement in accordance with that direction;
 - (viii) have custody of all securities, books and documents of a financial nature and accounting records of the Association unless members resolve otherwise at a General Meeting;
 - (ix) perform any other duties imposed by this Constitution on the Treasurer.
- (2) Some or all of the above duties may be delegated to the Office Administrator and Manager of the Association however such action must be approved at the first meeting of each new Management Committee.

42. Public Officer

The Management Committee shall appoint a Public Officer of the Association within the meaning and for the purposes of the Act. The Public Officer must:

- (a) ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with Sections 23, 28 and 45 of the Act.
- (b) keep a current copy of the Constitution of the Association.

Section 5 – Meetings Of Management Committee

43. Frequency and calling of meetings

- (1) Not less than fourteen (14) days notice shall be given by the Secretary to members of the Management Committee for any ordinary meeting of the Management Committee, and not less than three (3) days notice shall be given by the Secretary to the members of the Management Committee of any Special Meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed and only the business for which the meeting is convened may be considered at a Special Meeting.
- (2) The President shall preside as Chairman at every meeting of the Management Committee, or if the President is unavailable, or if at any meeting they are not present within ten minutes after the time appointed for holding the meeting then the Management Committee members may choose one of their members to be Chairman of the meeting.
- (3) The Management Committee shall meet to exercise its powers, duties and functions as required and at such times as it may determine, and in any event, where practicable at least once in each and every calendar month.
- (4) The President, or at least one more than half the Management Committee members, may at any time convene a Special Meeting of the Management Committee.

44. Voting and decision making

- (1) Each Management Committee member who is present at the meeting has one casting vote.
- (2) Matters arising at a Management Committee meeting must be decided by a majority of votes cast by members at that meeting.
- (3) If there is no majority, the person presiding at the meeting has one casting vote in addition to one deliberative vote (total of two (2) votes).

45. Quorum

The quorum required for any meeting of the Management Committee shall be five (5) members.

46. Procedure and order of business

- (1) The Management Committee shall meet together and may regulate its proceedings as it sees fit.
- (2) The order of business shall be as per an agenda determined by the members present at the meeting.
- (3) Only the business for which the meeting was convened may be considered at a Special Meeting.

PART 5 – MEETINGS OF MEMBERS

Section 1 – Annual General Meetings

47. Convening of meetings

- (1) The Association should hold all Annual General Meetings during the month of September each year.
- (2) The Secretary shall give every member not less than twenty-one (21) days written notice (exclusive of the day of the meeting) of the intention to hold an Annual General Meeting. Such notice may be given by posting the same to members and/or by way of an advertisement in a major newspaper circulating in Darwin, and shall:
 - (i) advise when and where and the time the meeting is to be held; and
 - (ii) advise the particulars of and the order in which business is to be transacted.

48. Conduct of business

Unless otherwise provided for by these rules at every Annual General Meeting:

- (a) the Management Committee shall appoint a person, other than a member, to be the Chairperson of an Annual General Meeting;
- (b) the Chairperson shall maintain order and conduct the meeting in a proper manner and in accordance with the agenda;
- (c) every question, matter or resolution shall be decided by a simple majority of votes cast by the members present;
- (d) every member present shall be entitled to one (1) vote providing that in the case of any tied vote, the Chairperson shall have one casting vote as well as one deliberative vote;

- (e) voting may be by show of hands unless five (5) or more of the members present request a ballot, in which case there shall be a secret ballot;
- (f) where a secret ballot is held under paragraph (e) above, the Chairperson shall appoint two (2) members to act as scrutineers and conduct the secret ballot in such a manner as he/she shall determine, and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting. The results of the ballot are final.

49. Business to be transacted

The business to be transacted at every Annual General Meeting shall include, in the following order:

- (a) the President's welcome to members and introduction of the Chairman;
- (b) the receiving of the President's Report;
- (c) the receiving of the Treasurer's Report upon the books and accounts of the Association for the preceding financial year;
- (d) the receiving of the Auditor's Report upon the books and accounts of the Association for the preceding financial year;
- (e) the election of members to the Management Committee for the forthcoming year;
- (f) any general business connected with the business or affairs of the Association as presented by the Management Committee;
- (g) any general business connected with the business or affairs of the Association as raised by members, where notification is received by the Secretary in writing at least 7 days prior to the meeting. At the Chairman's sole discretion general business may be received from the floor.

Section 2 – General Meetings , Special General Meetings and Special Resolutions

50. Convening of meetings

- (1) The Secretary shall convene a General Meeting of the Association when directed to do so, by the Management Committee as a consequence of any meeting of the Management Committee.
- (2) The Secretary shall convene a Special General Meeting upon the signed written request of not less than fifteen (15) financial members of the Association. Any such request shall state the purpose for which the meeting is called. The meeting shall be called within fourteen (14) days after receipt of the written request and notice of the meeting shall be given as set forth in clause 65(4). Only the business disclosed in the notice may be transacted at such meeting.
- (3) The President shall be Chairperson of General Meetings and Special General Meetings, or if at any meeting he is not present within 10 minutes after the time for holding the meeting, then the members may choose one of their own numbers to be chairperson of the meeting.
- (4) The Secretary shall give every member not less than twenty one (21) clear days written notice of the intention to hold a General Meeting or Special General Meeting. Such notice may be given by posting the same to members or by way of advertisement in a major newspaper circulating in Darwin and

- (a) advise when, where and the time the meeting is to be held; and
 - (b) advise the particulars of the business to be transacted.
- (5) If the Committee fails to convene a Special General Meeting within the time allowed of twenty one (21) days, the members who made the request may convene a General Meeting as if they were the Management Committee.

51. Conduct of business

Unless otherwise provided for by these rules at every General Meeting and Special General Meeting:

- (a) a Chairperson shall be appointed, in terms of clause 50(3) above;
- (b) the Chairperson shall maintain order and conduct the meeting in a proper manner and in accordance with the agenda;
- (c) every question, matter or motion shall be decided by a simple majority of votes of the members present;
- (d) every member present shall be entitled to one (1) vote provided that in the case of any tied vote, the Chairperson shall have one (1) casting vote as well as one (1) deliberative vote;
- (e) voting shall be by show of hands unless five (5) members or more present request a ballot, in which case there shall be a secret ballot;
- (f) where a secret ballot is held under paragraph (e) above, the Chairperson shall appoint two (2) members to act as scrutineers and conduct the secret ballot in such a manner as he/she shall determine, and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting. The Chairperson's decision is final.

52. Business to be transacted

The business to be transacted at every general meeting or Special General Meeting shall include and be limited to the following:

- (a) appointment of the Chairman
- (b) the presentation of the agenda for meeting
- (c) discussion of agenda item/s
- (d) voting on agenda item/s
- (e) close of meeting

53. Quorum

At any Annual General Meeting or Special General Meeting of the Association the number of members required to constitute a quorum shall be either 50% of the total membership, or thirty (30) members, whichever is less.

54. Lack Of Quorum

- (1) If within 30 minutes after the time specified in the notice for the holding of an Annual General Meeting or Special General Meeting a quorum is not present:
 - (a) the meeting stands adjourned to the same time on the same day in the following week and at the same place;
 - (b) for a meeting convened under clause 50(1) – the meeting lapses;
 - (c) for a meeting convened under clause 50(2) – the meeting lapses;
 - (d) for a meeting convened under clause 55(4) – the meeting lapses.
- (2) If within 30 minutes after the time appointed for the resumption of an adjourned General Meeting or Special General Meeting a quorum is not present, the meeting lapses.
- (3) There must not be transacted at an adjourned General Meeting or Special General Meeting any business other than business on the agenda at the time when the meeting was adjourned.

55. 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 21 days clear notice of the General Meeting at which a Special Resolution is to be proposed.
- (3) The notice shall fulfil the relevant requirements of clause 52 and must include the resolution to be proposed or if impracticable an extract of the proposed resolution and the intention to propose the resolution as a Special Resolution.
- (4) The meeting at which a Special Resolution is proposed shall be conducted in the same manner and use the same criteria as set out for any General Meeting except that a Special Resolution may only be passed if approved by three quarters of the members present at that meeting.

56. Minutes and records

- (1) The Secretary shall maintain full and accurate minutes of all questions, matters, resolutions, motions and all other proceedings of every Annual General Meeting, General Meeting and Special General Meeting. All business conducted shall be entered in a register to be available for inspection at all reasonable times to all members.
- (2) The minutes of every General Meeting or Special General Meeting shall be signed by the Chairperson of that meeting. The minutes of any Annual General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next Annual General Meeting.

57. Voting

- (1) Each financial member present at an Annual General Meeting, General Meeting or Special General Meeting is entitled to one vote.
- (2) At all meetings an ordinary motion put to the vote is decided by a simple majority of votes.

- (3) At any General Meeting a special resolution put to the vote is passed if three-quarters of the members who are present vote in favour of the resolution;
- (4) A poll may be requested by the Chairperson or by 5 or more members present at any meeting;
- (5) If requested, a poll must be taken immediately and in the manner directed by the Constitution.

PART 6 – FINANCIAL MANAGEMENT

58. Funds, accounts and audits

- (1) The net income and property of the Association, shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution, and no portion thereof shall be paid, transferred or distributed, directly or indirectly to the members of the Association PROVIDED THAT nothing shall prevent the payment, in good faith, of remuneration or an honorarium to any officers or servants of the Association or any member of the Association in return for any services actually rendered or goods supplied, in the ordinary and usual way of business, nor prevent the payment of interest at the prevailing rate.
- (2) The expression "net income" means the gross income less all operational costs and such other disbursements, outgoings, allowances and provisions as shall have occurred or be made with the approval or ratification of the Management Committee, or its nominated staff, and after making provision or payment of any and all taxes;
- (3) Subject to Part 1 – Section 2, the Association may make grants to its affiliate associations whether in cash or kind.
- (4) Any grant to an affiliate association should be applied for in writing and used wholly for the furtherance of the affiliate association's activities and objectives.
- (5) It is the financial responsibility of the Management Committee, under clause 23(3) of the Act, which includes meeting the requirements of Part 5 of the Act, under any Regulations applicable and under this Constitution to ensure that:
 - (a) all funds of the Association shall be banked in the name of the Association in such financial institution as the Management Committee may from time to time direct;
 - (b) proper books and accounts, kept in accordance with acceptable accounting practices determined by an Independent Auditor, shall be maintained, correctly showing the financial affairs of the Association;
 - (c) all moneys shall be banked no later than five working days after receipt or as soon as practicable after that day;
 - (d) all amounts over \$200.00 (or such other amount as the Management Committee shall from time to time determine) shall be paid by cheque, drafts, bills of exchange, promissory notes or other negotiable instruments which must be signed jointly by any two authorised Committee members or nominated staff members. In the case of electronic transfers, such transfers may be affected by the person so nominated by the Management Committee at the first Committee meeting after each year's Annual General meeting;
 - (e) cheques shall be made payable to "order" and shall be crossed "not negotiable" except for those in payment of wages, allowances or petty cash re-imburements;

- (f) the Management Committee shall determine the amount of petty cash float which shall be kept provided that all money paid from or into the float is accurately recorded at the time of the transaction;
- (g) individual day to day expenditure, in excess of \$5,000, must be presented and passed at a Management Committee meeting. All other non routine expenditure, regardless of amount, must first be approved by the Management Committee;
- (h) as soon as practicable after the end of each financial year and at least cause to be prepared a one time in each period of twelve (12) calendar months, the Treasurer shall supply a balance sheet and supporting financial statements, containing particulars of:
 - (i) the income and expenditure for the financial year just ended;
 - (ii) the assets and liabilities of the Association; and
 - (iii) all mortgages, charges and securities affecting the property of the Association at the close of that financial year; and
 - (iv) all statements prepared in accordance with clause 58.5(h) shall be audited by an Auditor, appointed by the Management Committee, who shall present his audit report to the Secretary and Association prior to the holding of the Annual General Meeting. The Auditor shall not be a member of the Association.

59. Audits – General

- (1) At the request of any other member of the Management Committee, the Treasurer shall arrange and facilitate an inspection and audit of the Association's financial or membership records.
- (2) Such inspection and audit shall be conducted in a manner and by persons the Management Committee shall authorise or approve, at the Annual General Meeting.
- (3) An Incorporated affiliate club must provide to the Management Committee a copy of its audited financial documents within six weeks of each year's Annual General Meeting. An unincorporated affiliate association must provide a copy of its Profit and Loss Statement and Balance Sheet for the year, within six weeks of its Annual General Meeting.
- (4) Any Affiliate Association which fails to forward such documentation within the time allowed, or declines to allow or co-operate in such an audit, shall for the duration of such failure or refusal cease to be a affiliate association for the purposes of clauses 60(4) and 60(6) of this Constitution.

PART 7 – GRIEVANCES AND DISPUTES (Non Disciplinary)

60. Grievance/Dispute procedures

- (1) This Clause applies to grievances/disputes between:
 - a. a member and another member, or
 - b. a member and the Committee.

- (2) Within 14 days after the issue coming to the attention of the Management Committee, the parties to the grievance/dispute must meet and discuss the matter at hand, and if possible, resolve the grievance/dispute.
- (3) If the parties are unable to resolve the matter at that meeting, or if a party fails to attend, then the parties must within 10 days after the date of that meeting, hold another meeting in the presence of a mediator.
- (4) If either party fails to attend two consecutive scheduled meetings without written advice to the facilitator, then the matter will be resolved, if necessary, in favour of the attending party. This determination will be final.
- (5) The Association Secretary or nominee, shall be the appointed Management Committee facilitator for meetings scheduled under 60(2) and 60(3) above.
- (6) The mediator may be:
 - (a) any person chosen by agreement between the parties;
 - (b) in the absence of an agreed mediator, for a dispute between a member and the Committee, a person *who is appointed or employed by the department administering the Act*;
 - (c) a member of the Association or a member of the Management Committee, provided that the mediator is not 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 meeting 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) Unless agreed to by both parties, the mediator may 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 8 – DISCIPLINARY POWERS AND PROCEDURES

61. Code Of Conduct

- (1) All Association members are required to adhere to the Act, Liquor Act, and any other regulations in force from time to time and this Constitution.
- (2) The Management Committee shall have the power to discipline any member either of its own volition or upon the complaint of any other member or staff concerning the behaviour of any member.

62. Liquor Act

- (1) The provisions of the Liquor Act clearly set out patron and staff responsibilities.

- (2) All staff members are required and authorised under this Act to impose discretionary discipline measures if warranted. This action may be applied to both members and non-members and is effective immediately. Suspensions imposed under the Liquor Act may not be appealed.

63. Procedures and disciplinary powers

- (1) In the case of a written complaint received by the Management Committee in relation to the behaviour of any member in terms of such behaviour being either socially unacceptable, in breach of the club's Code of Conduct or constituting conduct prejudicial to the best interests of the Association, the Management Committee may on reasonable written notice to all parties involved hold an investigative hearing of the complaint at which time the member making the complaint shall have the right to be heard and the member whose behaviour or conduct is being investigated shall have the right to be heard and to call witnesses in support of their position. The Management Committee shall have the power at such a hearing to inform itself of any fact in any manner it shall see fit,
- (2) The Management Committee has sole discretionary powers in determining whether or not to hold an investigative hearing.
- (3) The Management Committee shall have the power to suspend a person's membership of the Association for any period but not exceeding three months where there has been no investigative hearing.
- (4) Where an investigative hearing has taken place, the powers of the Management Committee following its findings at the conclusion of any such hearing, shall include the power to reprimand or suspend for any period of time the membership of any person who has been the subject of such a hearing, or to expel such person from the Association.
- (5) Any person whose membership of the Association has been suspended shall not be entitled to exercise any privileges of membership during the period of suspension.
- (6) Any disciplinary decision of the Management Committee where a prescribed suspension of three (3) months or less applies shall be final within the structure of the Association.
- (7) If the Management Committee considers that a member should be suspended (for a period in excess of three (3) months) or expelled because his or her conduct is detrimental to the interests of the Association, or is in breach of the Association Code of Conduct or any other reason, the Committee must give notice of any such action to the member as follows:
- (a) the notice must be in writing, signed by a Management Committee person and include details of the alleged offence together with details of the Management Committee decision;
 - (b) the notice must be hand-delivered, e-mailed or posted by registered mail to the members last known address.

PART 9 - MISCELLANEOUS

64. Common Seal

The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used on the authority of the Management Committee and every instrument to which the Seal is affixed shall be signed by at least one member of the Management Committee and shall be countersigned by either a second member of the Management Committee or by some other person appointed in writing by the Management Committee for the purpose.

65. Dress Standards

- (1) Dress standards for members utilising the Association's premises shall be determined by the Management Committee.
- (2) Such dress standards are to be detailed in the Association's Management Rules at the entrance to the premises, and copies made available on notice boards and to any member of the Association who may request such information.
- (3) Any member who infringes the dress code for a second or subsequent time, shall be liable to such disciplinary action by the Management Committee.

65. Interpretations of rules

The Management Committee is the sole authority for the interpretation of this Constitution and the By-Laws, and Rules made, and a decision of the Management Committee upon any question of interpretation or upon any matters affecting the Association not provided for by this Constitution or by the By-Laws and Rules made hereunder shall be final and binding on the members.

66. Public statements

No member, other than the President or his delegate, shall make any statement or give any information to any person or persons for the information of or publication by any newspaper, magazine, periodical or any other publication whatsoever or for the information of or publication by radio or television without being duly authorised to do so by majority of the Management Committee.

67. Documents

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

68. Financial Year

The financial year of the Association is the period of one year ceasing at close of business on the 30th day of June.

69. Patron

The election of a patron for the following year shall be voted on at each Annual General Meeting.

70. By-Laws and rules

The Management Committee may from time to time make, amend or repeal by-laws or rules not inconsistent with this Constitution for the internal management of the Association, provided that any by-law or rule may be set aside by the vote of a majority of the members present and voting at a General Meeting of the Association.

71. Dissolution

The Association shall be dissolved if a resolution to that effect is carried by at least a three-quarters majority at a General Meeting of the Association which shall have been called for the express purpose of voting on a proposal for such dissolution and for no other purpose.

72. Distribution of surplus assets

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remain 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;
 - (c) is determined by resolution of the members.