

Constitution
of the
Conflict Resolution Service Inc (ACT)

(Incorporated under the *Associations Incorporation Act 1991*)

PREAMBLE

Vision:

A community where Alternative Dispute Resolution processes and skills are accepted and utilised to develop mutual understanding and appreciation of differences, which will improve people's wellbeing and relationships

Mission:

To provide professional, accessible and effective dispute resolution and training services to the ACT community that will help and empower people to prevent, manage and resolve disputes peacefully

Values

Professional

Integrity: CRS will work within an ethical framework based on values we share with our stakeholders, including respect, honesty, confidentiality and transparency

Best practice: Relevant industry standards will serve as a minimum benchmark for service delivery in ADR, training and governance, in order to ensure competency of staff and confidence in CRS's service

Impartiality: CRS will treat stakeholders equally, demonstrating objectivity, neutrality, freedom from prejudice, and judgement

Effective

Empowering: CRS will empower clients to become self determining to achieve positive outcomes

Relevant: CRS will ensure its programs and services are current and appropriate for client needs

Influential: CRS will advise and make recommendations to government, industry and our clients on the benefits of alternative dispute resolution

Accessible

User-friendly: CRS will provide clear, understandable, appropriate and practical processes and information in a welcoming and inclusive environment

Available: CRS will provide equitable access to a reliable, timely, affordable and efficient dispute resolution service

Flexible: CRS will ensure service delivery is responsive to the needs of individual client circumstances

Enabling

Governance: Good governance practices will ensure CRS's ongoing viability, accountability, stability and security

Profile: CRS will increase community awareness of and confidence in its services

Resources: CRS resources will be developed, maintained and engaged efficiently in order to achieve optimum outputs, especially in the areas of human resources, infrastructure and financial sustainability.

Objectives: To establish and operate a professional, accessible, confidential and low cost conflict resolution service to assist in the resolution of disputes for the ACT community without discrimination. To promote cooperative dispute resolution values and techniques in the community through training and community education programs.

PART I - PRELIMINARY

1. *Interpretation*

- (1) In this constitution, unless a contrary intention appears-

Act means the *Associations Incorporation Act 1991*

association means the Conflict Resolution Service Inc

Board means the committee of the association established under section 60(1) of the Act

financial year means the year ending on 30 June.

member means a member, however described, of the association.

Ordinary Board member means a member of the Board who is not an office-bearer of the association as referred to in paragraph 1 (1)(a).

Secretary means the person holding office under this constitution as Secretary of the association or, where no such person holds that office, the public officer of the association.

regulations means the *Associations Incorporation Regulations 1991*.

- (2) In this constitution -

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

- (3) The provisions of the *Legislation Act 2001* (ACT) apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

PART II - MEMBERSHIP

2. *Membership qualifications*

A person is qualified to be a member if-

(a) the person is a person referred to in section 21(2)(a) or (b) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or

(b) the person-

(i) has been approved for membership of the association by the Board of the association.

3. *Nomination for membership*

(1) As soon as is practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Board which shall determine whether to approve or to reject the nomination.

(2) Nominations for membership will only be brought before the Board if they include full payment of the designated membership fees.

(3) The Secretary shall, on payment by the nominee of the amounts referred to in sub-rule (3) within the period referred to in that sub-rule, enter the nominee's name in the register of members and, upon the name being so entered, the nominee shall become a member of the association.

4. *Membership entitlements not transferable*

A right, privilege or obligation which a person has by reason of being a member of the association-

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon cessation of the person's membership.

5. Cessation of membership

A person ceases to be a member of the association if the person-

- (a) dies or, in the case of a body corporate, is wound up;
- (b) resigns from membership of the association;
- (c) is expelled from the association; or
- (d) fails to renew annual membership of the association.

6. Resignation of membership

- (1) A member is not entitled to resign from membership of the association except in accordance with this constitution.
- (2) A member who has paid all amounts payable by the member to the association may resign from membership of the Association by first giving notice (being not less than 1 month, or if the Board has determined a shorter period, that shorter period) in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a person ceases to be a member, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Fee, subscriptions etc.

- (1) The entrance fee to the association shall be determined by resolution of the Board from time to time.
- (1) The annual membership fee of the association shall be determined by resolution of the Board.
- (2) The annual membership fee is payable-
 - (a) except as provided by paragraph (b), before 1 July in each calendar year; or
 - (b) where a person becomes a member on or after 1 July in any calendar year, before 1 July in each succeeding calendar year.

8. Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 7.

9. Disciplining of members

- (1) Where the Board is of the opinion that a member-
 - (a) has persistently refused or neglected to comply with a provision of this constitution; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association; the Board may, by resolution-
 - (c) expel the member from the association; or
 - (d) suspend the member from such rights and privileges of membership of the association as the Board may determine for a specified period.
- (2) A resolution of the Board under sub-rule (1) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub-rule (3), confirms the resolution in accordance with this rule.
- (3) Where the Board passes a resolution under sub-rule (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member-
 - (a) setting out the resolution of the Board and the grounds on which it is based; and
 - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.

- (4) Subject to section 50 of the Act, at a meeting of the Board mentioned in sub-rule (2), the Board-
 - (a) give to the member mentioned in sub-rule (1) an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Board by that member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution of the Board made under sub-rule (1).
- (5) Where the Board confirms a resolution under sub-rule (4), the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 10.
- (6) A resolution confirmed by the Board under sub-rule (4) does not take effect-
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution in accordance with sub-rule 10(4).

10. *Right of appeal of disciplined member*

- (1) A member may appeal to the association in general meeting against a resolution of the Board which is confirmed under sub-rule 9(4), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of a notice under sub-rule (1), the Secretary shall notify the Board which shall convene a general meeting of the association to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of the association convened under sub-rule (2)-
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution made under sub-rule 9(4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under sub-rule 9(4), that resolution is confirmed.

PART III - THE BOARD

11. *Powers of the Board*

- (1) The Board, subject to the Act, the regulations, this constitution, and to any resolution passed by the association in general meeting-
 - (a) shall control and manage the affairs of the association;
 - (b) may exercise all such functions as may be exercised by the association other than those functions that are required by this constitution to be exercised by the association in general meeting;
 - (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the association;
 - (d) may appoint an Executive Officer according to the regulations. The Board Officer shall be a non voting member of the Board; and
 - (e) may appoint such other officers and employees as are required to carry out the objects of the association.

12. *Board to meet*

The Board shall meet within two weeks of the Annual General Meeting and then in accordance with rule 21.

13. *Functions of the Executive Officer*

- (1) The Executive Officer is responsible for the administration of policy in accordance with resolutions of the Board.
- (2) The Executive Officer will be a non-voting ex officio member of the Board.

14. Constitution and membership

- (1) The membership of the Board shall consist of:
 - (a) the office-bearers of the association
 - (b) 4 ordinary Board members, each of whom shall be elected pursuant to rule 15 or appointed in accordance with sub-rule 14(4).
- (2) The office-bearers of the association shall be:
 - (a) Chair
 - (b) Deputy Chair
 - (c) Treasurer, and
 - (d) Secretary.
- (3) Each member of the Board shall, subject to this constitution, hold office for a period of two years following election at the AGM.
- (4) In the event of a vacancy in the membership of the Board, the Board may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) At any meeting of the Board following the annual general meeting the Board may allocate to each ordinary Board member responsibility for the formation of policy, for the consideration of the Board, including in relation to:
 - (a) planning and development;
 - (b) training and education;
 - (c) the accreditation and registration of mediators; and
 - (d) marketing and public relations with clients (particularly with government).
- (6) No member of the Board may receive any remuneration from the association for any reason whatsoever, other than for the provision of mediation services.
- (7) No member of the Board shall make any public statement which is in the opinion of the Board damaging to the association or may in any way bring the association into disrepute.

15. Election of Board members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary Board members-
 - (a) shall be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) shall be delivered to the Secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be vacancies.
- (4) If the number of nominations received is equal to the number or vacancies to be filled, the persons nominated shall be taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers and ordinary Board members shall be conducted at the annual general meeting in such manner as the Board may direct.
- (7) A person is not eligible to hold simultaneously more than 1 position on the Board.

16. The Chair

- (1) The Chair shall be the Public Officer of the association and shall carry out such duties as are specified in this constitution.
- (2) The Chair shall exercise a watching brief over the whole of the administration of the association and shall be responsible for the good order and discipline of the Board.
- (3) No person other than the Chair or any other person duly authorised by the Board may make a public statement on behalf of the association or any part thereof.

17. The Secretary

- (1) The Secretary of the association shall, as soon as practicable after being appointed as Secretary, notify the association of his or her address.
- (2) The Secretary shall keep minutes of-
 - (a) all elections and appointments of office-bearers and ordinary Board members;
 - (b) the names of members of the Board present at a Board meeting or a general meeting; and
 - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the person chairing at the meeting or by the person chairing at the next succeeding meeting.

18. Treasurer

- (1) The Treasurer of the association shall, with the assistance of the Executive Officer -
 - (a) collect and receive all moneys due to the association and make payments authorised by the association;
 - (b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association;
 - (c) direct the Executive Officer in the payment and receipt of money and be responsible to the Board therefore;
 - (d) prepare a proposed budget for the next financial year and prepare and present to the annual general meeting the annual financial statements and balance sheets;
 - (e) prepare for the consideration of the Board, a proposed budget and cash flow budget for the forthcoming year; and
 - (f) ensure that a written financial statement is provided for the Board quarterly.

19. Vacancies

- (1) For the purposes of these rules, a vacancy in the office of a member of the Board occurs if the member-
 - (a) dies;
 - (b) ceases to be a member of the association;
 - (c) resigns the office;
 - (d) is removed from office under rule 20;
 - (e) becomes an insolvent under administration within the meaning of the Corporations Act;
 - (f) suffers from mental or physical incapacity;
 - (g) is disqualified from office under subsection 63 (1) of the Act; or
 - (h) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

20. Removal of Board members

The association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the Board from the office of member of the Board before the expiration of the member's term of office.

21. Board meetings and quorum

- (1) The Board shall meet at least 3 times in each calendar year at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by any member of the Board..
- (3) Oral or written notice of a meeting of the Board shall be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-rule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.

- (5) Any 3 members of the Board institute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business shall be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (8) At meetings of the Board—
 - (a) the Chair or, in the absence of the chair, the Deputy Chair shall chair; or
 - (b) if the Chair and the Deputy Chair are absent—1 of the remaining members of the Board may be chosen by the members present to chair.

22. *Delegation by Board to sub-committee*

- (1) The Board may, by resolution, delegate the exercise of any of its functions to 1 or more sub-committees (consisting of such member or members of the association as the Board thinks fit), other than -
 - (a) this power of delegation; and
 - (b) a function which is imposed on the Board by the Act, by any other law of the Territory, or by resolution of the association in general meeting.
- (2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the Board's resolution.
- (4) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- (5) Any act or thing done by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done by the Board.
- (6) The Board may, by resolution, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

23. *Voting and decisions*

- (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by consensus. If no consensus is reached, a question shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person chairing at the meeting) is entitled to 1 vote but, in the event of an equality of votes on any question, the person chairing may exercise a second or casting vote.
- (3) Subject to sub-rule 21(5), the Board may act notwithstanding any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

24. *Board meetings not public*

Meetings of the Board are conducted in private but the Board may determine that part of the meeting be open to the press or other observers. The Board may permit a person other than members of the Board to address it.

25. *Conflict of interest*

- (1) A member of the Board, or member of any sub-committee of the association who has any direct or indirect interest in any present or anticipated contract agreement or arrangement with the association must declare that interest at the first meeting of the Board or the sub-committee (as the case may be) after becoming aware of the interest or the contract agreement or arrangement, and must not vote in respect of the matter. If that person does vote in those circumstances, that vote must not be counted.

- (2) If a member of the Board has a direct or indirect pecuniary interest in a contract or arrangement, the nature of this interest must be disclosed at the next general meeting of the association.
- (3) For the purposes of this clause payment to mediators for the provision of mediation services is not a direct conflict of interest which precludes a member of the Board or of any sub committee from voting in respect of that matter.

26. Minutes

- (1) The Secretary must after each meeting of the Board, send one copy of the minutes to each member of the Board.
- (2) If any member of the Board has any objection to the minutes as circulated, the Secretary must be notified within thirty days of the posting of the minutes. If any objection is received, the matter must be referred to the Chair who may take whatever action is appropriate to amend the minutes. If the minutes are amended, the Secretary must then advise the persons previously circulated of the amendment.

27. Resolutions of Board without meeting

- (1) A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- (2) Any such resolution may consist of several document in like form, each signed by one or more members of the Board.

PART IV - GENERAL MEETINGS

28. Annual general meetings - holding of

- (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association shall hold its first annual general meeting-
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 5 months after the expiration of the first financial year of the association.
- (3) Sub-rules (1) and (2) have effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

29. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be-
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Board reports on the activities of the association during the last preceding financial year;
 - (c) to elect members of the Board, including office-bearers; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to section 73 (1) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 31.
- (4) An annual general meeting shall be conducted in accordance with the provisions of this Part.

30. General meetings - calling of

- (1) The Board may, whenever it thinks fit, convene a general meeting of the association.
- (2) The Board shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a general meeting of the association.
- (3) A requisition of members for a general meeting-
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the Board fails to convene a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any 1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (5) A general meeting convened by a member or members referred to in sub-rule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

31. Notice

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub-rule (1) specifying, in addition to the matter required under that sub-rule, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to sub-rule 29(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

32. General meetings - procedure and quorum

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) 25 per cent of members of the association (being members entitled under these rules to vote at a general meeting) or 5 members, whichever is greater, constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person chairing at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

33. Presiding member

- (1) The Chair shall preside at each general meeting of the association.
- (2) If the Chair is absent from a general meeting the members present shall elect 1 of their number to chair at the meeting

34. Adjournment

- (1) The person chairing at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-rules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35. Making of decisions

- (1) A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person chairing that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the person chairing or by not less than 3 members present in person or by proxy at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken-
 - (a) immediately in the case of a poll which relates to the election of the person to chair at the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person chairing directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

36. Voting

- (1) Subject to sub-rule (3), upon any question arising at a general meeting of the association a member has 1 vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the person chairing is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

37. Appointment of proxies

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2 to this constitution

PART V - MISCELLANEOUS

38. Funds - source

- (1) The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations, government grants, fees for service and, subject to any resolution passed by the association in general meeting and subject to section 114 of the Act, such other sources as the Board determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction of the credit of the association's bank account.
- (3) The association shall, as soon as practicable after receiving money, issue an appropriate receipt.

39. Funds – Management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Board or employees of the association, being members of the Board or employees authorised to do so by the Board.

40. Alteration of objects and rules

Neither the objects of the association referred to in section 29 of the Act nor these rules shall be altered except by special resolution in accordance with the Act.

41. Common seal

- (1) The common seal of the association shall be kept in the custody of the Executive Officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of one member of the Board and the Executive Officer.

42. Custody of books

Subject to the Act, the Regulations and this constitution, the Secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the association.

43. Inspection of books

The records, books and other documents of the association shall be open to inspection at a place in the Territory, free of charge, by a member of the association at any reasonable hour.

44. Service of Notice

- (1) For the purpose of this constitution, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of [this constitution or these rules] to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

45. Surplus Property

- (1) At the first general meeting of the association, the association shall pass a special resolution nominating-
 - (a) another association for the purpose of paragraph 92(1)(a) of the Act; or
 - (b) a fund, authority or institution for the purpose of paragraph 92(1)(b) of the Act,in which it is to vest its surplus property in the event of the dissolution or winding up of the association.
- (2) An association nominated under paragraph (1)(a) must fulfil the requirements specified in subsection 92(2) of the Act.

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

.....Incorporated
(incorporated under the *Associations Incorporation Act 1991*)

I,
(full name of applicant)

of
(address)

hereby apply to become.....
(occupation)

a member of the above named incorporated association. In the event of my admission as a member I agree to be bound by the rules of the association for the time being in force.

.....
(Signature of applicant)

Date.....

FORM OF APPOINTMENT OF PROXY

I,
(full name)

of,
(address)

being a member of
(name of incorporated association)

hereby appoint
(full name of proxy)

of,
(address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on the day of 20..... and at any adjournment of that meeting.

*My proxy is authorised to vote in favour of/against (*delete as appropriate*) the resolution (*insert details*).

.....
(Signature of member appointing proxy)

(*To be inserted if desired)

Date

NOTE: A proxy vote may not be given to a person who is not a member of the association.