



Australia's Northern Territory

The Constitution of Territory Proud

CONSTITUTION
TERRITORY PROUD

Regulation 2(1)

1. Name

The name of the incorporated association is Territory Proud Incorporated

2. Objects and purposes

The objects and purposes of the Association are:

1. To promote NT Business as a first choice for consumers
2. To encourage and assist small business to develop their business skills through Territory Proud Training programs
3. To organise and manage the Territory Proud Service Excellence Awards aimed at small businesses Territory wide
4. To develop a membership network and to hold membership network functions
5. To support young Territorians to achieve their goals in sport, music or the arts through gaining on their behalf or providing fundraising opportunities

3. Minimum number of members

The Association must have at least 25 members

4. Definitions

In this Constitution, unless the contrary intention appears –

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

"Committee" means the Management Committee of the Association;

"financial institution" means a Banking or Financial Institution

"general meeting" means a general meeting of members convened in accordance with clause 44;

"member" means a member of the Association;

"register of members" means the 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 47 and passed in accordance with section 37 of the Act.

5. POWERS OF ASSOCIATION

(1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.

(2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may –

- acquire, hold and dispose of real or personal property;
- open and operate accounts with financial institutions;
- invest its money in any security in which trust monies may lawfully be invested;
- raise and borrow money on the terms and in the manner it considers appropriate;
- secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- appoint agents to transact business on its behalf; and
- enter into any other contract it considers necessary or desirable.

6. Effect of Constitution

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

7. Inconsistency between Constitution and Act

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

8. Altering the Constitution

1. The Association may alter this Constitution by special resolution that shall be proposed and voted on by members at an Association General Meeting or a Special General Meeting called by the Management Committee.

2. The constitution amendments and notice of meeting shall be distributed to all members 30 days prior to a General Meeting or Special General Meeting.

3. If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

4. The public officer of the association must, within one month after the alteration, give notice of that alteration in a newspaper circulating in the part of the Territory where the association carries on its activities

5. An alteration of the objects or purposes of an incorporated association is of no effect until the alteration is approved by the Commissioner.

MEMBERS

Membership

9. Application for membership

To apply to become a member of the Association a person must –

- (a) submit the Territory Proud Membership application form to the Membership Officer, enclosing the appropriate membership level fee
- (b) Membership levels are
 - (i) Individual Membership (Associate)
 - (ii) Corporate Membership
 - (iii) Silver Membership
 - (iv) Gold Membership
 - (v) Partner Membership
- (c) Partner Membership shall be deemed as a sponsor of the Association and shall have all the rights of a Gold Member plus additional conditions and/or entitlements as determined by the Management Committee

10. Approval of Management Committee

The Membership Officer shall consider any membership application made under clause 9.

If an application is rejected, the Membership Officer must submit to the Management Committee the reasons for objection. The Management Committee shall determine acceptance or rejection.

If after reconsidering an application the Management Committee confirms the Membership Officers recommendation of rejection, the decision is final.

11. Membership fees

If an application for membership is approved by the Membership Officer, the applicant becomes a member on receipt of the relevant level membership fee. Membership shall be for 12 months from the date of membership acceptance.

The Membership fees are determined from time to time by resolution at a general meeting.

12. Annual membership fees

(1) Each member must pay the 12 month membership fee to the Treasurer on receipt of the membership renewal form by the expiry date shown. Membership fees not paid within one (1) month after the due date, the Member

shall cease to be a member of Territory Proud unless the Management Committee determines otherwise.

Rights of members

13. General

(1) A member may exercise the rights of membership when his or her name is entered in the register of members.

(2) A right of membership of the Association shall apply to:

- (a) the individual named as an individual member
- (b) the 2 names listed by a Corporate member, Silver, Gold and Partner or Association members

14. Voting

(1) Subject to 13. subclause (2) a-b members shall hold the number of votes according to their Membership level.

(2) A member is eligible to vote once his or her application has been accepted and the relevant fees are paid. Unfinancial members are not entitled to vote at any Territory Proud meetings where a proposal requires a vote by a show of hands or by a ballot.

(3) Members shall be issued with their entitlement of voting cards prior to commencement of the meeting

15. Notice of meetings and special resolutions

The Secretary must give all members 4 weeks notice of general meetings and 2 weeks notice of special resolutions. Special resolutions must be held at a Special General Meeting called by the Management Committee or by at least 10 financial members of Territory Proud

16. Access to information on Association

The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of General Meetings and Special General Meetings
- (c) annual reports and annual financial reports.

17. Raising grievances and complaints

(1) A member may raise a grievance or complaint about a committee member, the Committee or another member of the Association.

(2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

18. Termination of membership

Membership of the Association may be terminated by –

- a) notice of resignation addressed and posted to the Association or given personally to the Secretary or another committee member;
- b) non-payment of the annual membership fee within the time allowed under clause 12(1); or
- c) expulsion or termination of membership by the Management Committee

19. Death of member or whereabouts unknown

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

20. Suspension or expulsion of members

(1) If the Management Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the member.

(2) The notice must –

(a) be in writing and include –

1. the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and the particulars of the conduct; and
2. be given to the member not less than 30 days before the date of the committee meeting referred to in paragraph (a)(1).

(3) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.

(4) The Committee may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.

(5) Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

21. Appeals against suspension or expulsion

1. A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision.
2. The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.

3. The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Management Committee to suspend or expel the member.

4. The member is not suspended or does not cease to be a member until the decision of the Management Committee to suspend or expel him or her is confirmed by a resolution of the members.

MANAGEMENT COMMITTEE

22. Role and powers

(1) The business of the Association must be managed by or under the direction of a Management Committee.

(2) The Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.

(3) The Committee may appoint and remove employed staff.

(4) The Committee may establish one or more subcommittees consisting of the members of the Association the Committee considers appropriate.

23. Composition of Committee

(1) The Management Committee consists of –

- Chairperson;
- Vice-Chairperson;
- Secretary;
- Treasurer; and
- Six other members including a minimum of 2 regional representatives

(2) Unless elected directly as a separate office holder, the Management Committee must appoint one committee member to be the Association's public officer. The preferred committee members shall be the Treasurer or Secretary.

24. Delegation

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

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

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

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

Tenure of office

25. Eligibility of management committee members

- (1) A committee member must be a member who is 18 years or over.
- (2) A committee member must also meet a criteria relative to the position as provided in the Schedule.
- (3) Committee members must be elected to the Committee at an annual general meeting or appointed under clause 33.

26. Nominations for election to management committee

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

- (2) The nomination must be signed by –
 - (a) the nominator and a seconder; and
 - (b) the nominee to signify his or her willingness to stand for election.
- (3) A person who is eligible for election or re-election under this clause may –
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.

27. Retirement of management committee members

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

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

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

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

28. Election by default

(1) If the number of persons nominated for election to the Management Committee under clause 27 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as members of the Management Committee at the annual general meeting.

(2) If vacancies remain on the Management Committee after the declaration under subclause (1), additional nominations of committee members may be accepted from the floor of the annual general meeting.

(3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to be duly elected as members of the Management Committee.

(4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Management Committee in accordance with clause 33.

29. Election by ballot

(1) If the number of nominations exceeds the number of vacancies on the Management Committee, ballots for those positions must be conducted.

(2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.

(3) The members chosen by ballot must be declared by the Chairperson to be duly elected as members of the Management Committee

30. Vacating office

The office of a management committee member becomes vacant if –

- (a) the member –
 - (i) is disqualified from being a committee member under section 30 or 40 of the Act;
 - (ii) resigns by giving written notice to the Committee;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iv) ceases to be a resident of the Territory; or
 - (v) ceases to be a member of the Association;
- (b) the member is absent from more than –
 - (i) 4 consecutive management committee meetings; or
 - (ii) 4 committee meetings in the same financial year without tendering an apology to the Chairperson;

of which meetings the member received notice and the Management Committee has resolved to declare the office vacant;

31. Removal of committee member

(1) The Association, through a special general meeting of members, may remove any committee member before the member's term of office ends.

(2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

32. Filling casual vacancy on Committee

(1) If a vacancy remains on the Management Committee after the application of clause 29 or if the office of a committee member becomes vacant under clause 31, the Management Committee may appoint any member of the Association to fill that vacancy.

(2) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Duties of committee members

33. 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 and regulations made under the Act.

34. Chairperson and Vice-Chairperson

- Subject to subclauses (2) and (3), the Chairperson must preside at all general meetings and committee meetings.
- If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.
- If the Chairperson and the Vice-Chairperson are both absent, the presiding member for that meeting must be –
- a member elected by the other members present if it is a general meeting; or
- a committee member elected by the other committee members present if it is a committee meeting.

35. Secretary

The Secretary must –

- coordinate the correspondence of the Association;
- ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act;
- maintain the register of members in accordance with section 34 of the Act;
- unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Association, other than those required by clause 37(5) to be in the custody of the Treasurer; and
- perform any other duties imposed by this Constitution on the Secretary.

36. Treasurer

(1) The Treasurer must ensure that the following is carried out in a timely manner–

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

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

(3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.

(4) If directed to do so by the Chairperson, the Treasurer must submit to the Management Committee a report, balance sheet or financial statement in accordance with that direction.

(5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.

(6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

37. Public officer

(1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.

(2) The public officer must keep a current copy of the Constitution of the Association.

MEETINGS OF MANAGEMENT COMMITTEE

38. Frequency and calling of meetings

(1) The Management Committee must meet together for the conduct of business not less than 4 times in each financial year.

(2) The Chairperson, or at least half the committee members, may at any time convene a special meeting of the Management Committee.

(3) A special meeting may be convened to deal with an appeal under clause 22. (dealing with expulsion or suspension of a member)

39. Voting and decision making

- Each Management committee member present at the meeting has a deliberative vote.
- A question arising at a management committee meeting must be decided by a majority of votes.
- If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

40. Quorum

For a management committee meeting, a minimum of 4 management committee members constitutes a quorum. A meeting may be held as a teleconference or video conference if required.

41. Procedure and order of business

(1) The procedure to be followed at a management committee meeting shall be guided by the Agenda which shall be:

- a) Recording of members present & apologies
- b) Presidents welcome
- c) Confirmation of the Agenda's order of business
- d) Confirmation of the previous minutes
- e) Matters arising from previous minutes
- f) Correspondence inwards & outwards
- g) Matters arising from correspondence
- h) Management Reports:
 - Chairperson
 - Treasurer

- Secretary
 - Any other Management reports
- i) General Business
 - j) Any other business
 - k) Date of next meeting

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

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

42. Disclosure of interest

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

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

(3) The Chairperson must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

GENERAL MEETINGS

43. Convening general meetings

(1) The Association must hold its first annual general meeting within 15 months after its incorporation.

(2) The Association must hold all subsequent annual general meetings within 3 months after the end of the Association's financial year.

(3) The Management Committee –

- a) may at any time convene a special general meeting;
- b) must, within 30 days after the Secretary receives a notice under clause 22(1), convene a special general meeting to deal with the appeal to which the notice relates; and
- c) must, within 30 days after it receives a request under clause 45(1), convene a special general meeting for the purpose specified in that request.

44. Special general meetings

(1) Half the number of members constituting a General Meeting quorum may make a written request to the Committee for a special general meeting unless otherwise provided in the Schedule.

- (2) The request must –
 - a) state the purpose of the special general meeting; and
 - b) be signed by the members making the request.
- (3) If the Committee fails to convene a special general meeting within the time allowed –
 - a) for clause 44(3)(b) – the appeal against the decision of the Committee is upheld; and
 - b) for clause 44(3)(c) – the members who made the request may convene a special general meeting as if they were the Management Committee.
- (4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days notice of a special general meeting.
- (6) The notice must specify –
 - a) when and where the meeting is to be held; and
 - b) the particulars of and the order in which business is to be transacted.
 - c) be published in the NT News not less than 21 days of the special general meeting date

45. Annual general meeting

- (1) The Secretary must give to all members not less than 30 days notice of an annual general meeting unless otherwise provided in the Schedule.
- (2) The notice must specify –
 - a) when and where the meeting is to be held; and
 - b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
 - a) first – the consideration of the accounts and reports of the Committee;
 - b) second – the election of new committee members;
 - c) third – any other business requiring consideration by the Association at the meeting.

46. 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 notice of the meeting at which a special resolution is to be proposed.

(3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

47. Notice of meetings

(1) The Secretary must give a notice under this Part by –

- (a) serving it on a member personally; or
- (b) sending it by post to a member at the address of the member appearing in the register of members; and
- (c) by placing an advert in the NT News at least 21 days prior to the meeting date

(2) If a notice is sent by post under subclause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

48. Quorum at general meetings

At a general meeting, 10 financial members present in person, not including the Management committee constitutes a quorum. A meeting may be held as a teleconference or video conference if required.

49. Lack of quorum

(1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –

- (a) for an annual general meeting or special general meeting convened under clause 44(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
- (b) for a meeting convened under clause 44(3)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
- (c) for a meeting convened under clause 44(3)(c) – the meeting lapses.

(2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.

(3) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.

(4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

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

50. Voting

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

(2) At a general meeting –

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

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

(3) A poll may be demanded by the Chairperson or by 4 or more members present in person or by proxy.

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

51. Proxies

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

FINANCIAL MANAGEMENT

52. Financial year

The financial year of the Association shall be 1st July to 30th June.

53. Funds and accounts

(1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

(2) Subject to any restrictions imposed by the Association at a general meeting, the Management Committee may approve expenditure on behalf of the Association within the limits of the budget.

(3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 management committee members of which one must be the Treasurer.

(4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.

(5) With the approval of the Management Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

54. Accounts and audits

The responsibility of the Management Committee under clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to –

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts; and
- (c) the auditing of the Association's accounts.

GRIEVANCE AND DISPUTES

55. Grievance and disputes procedures

(1) This clause applies to disputes between –

- (a) a member and another member; or
- (b) a member and the Committee.

(2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.

(4) The mediator must be –

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement –
 - (i) for a dispute between a member and another member – a person appointed by the Committee; or
 - (ii) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.

(5) A member of the Association can be a mediator.

- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.

(10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

MISCELLANEOUS

56. Common seal

(1) The common seal of the Association must not be used without the express authority of the Management Committee and every use of that common seal must be recorded by the Secretary or Public Officer.

(2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:

- (a) the Chairperson;
- (b) the Secretary;
- (c) the Treasurer.
- (d) the Public Officer

(3) The common seal of the Association must be kept in the custody of the Secretary or the Public Officer. Should the Public Officer and Secretary be one and the same then the Treasurer may be a custodian of the common seal.

57. Distribution of surplus assets on winding up

(1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.

(2) The surplus assets must be given or transferred to another association incorporated under the Act that –

- (a) has similar objects or purposes;
- (b) is not carried on for profit or gain to its individual members;
- (c) is determined by resolution of the members.