

# CONSTITUTION

## NORTHERN TERRITORY CHAMBER OF COMMERCE AND INDUSTRY

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# CONSTITUTION

## NORTHERN TERRITORY CHAMBER OF COMMERCE AND INDUSTRY INC.

### PART 1 – PRELIMINARY

#### 1. Name of Association

The name of the Association is stated in Schedule 1. The Board of Directors may adopt any other trading name(s) for the Association or any divisions of it.

#### 2. Objectives

The objectives of the Association are specified in Schedule 1.

#### 3. Minimum number of members

The Association must have at least the number of members specified in Schedule 1.

#### 4. Definitions

In this Constitution, unless the contrary intention appears –

**Act** means the *Associations Act 2003* (NT) and includes regulations made under the Act;

**Association** means the incorporated association constituted by this Constitution;

**Board** means the group of Directors who are elected or appointed in accordance with Schedule 5 of this Constitution from time to time;

**Chairperson** means the chairperson of a Regional Branch or an Industry Council.

**By-Laws** means the by-laws adopted by the Board from time to time as applying Directors and Members and includes by-laws in existence as at the time this Constitution is adopted.

**CEO** means the person appointed as chief executive officer by the Directors in accordance with clause 27.

**Code of Conduct** means the Code of Conduct adopted by the Board from time to time as applying to Directors and Members.

**Constitution** means this document (consisting of all of its Parts and Schedules) and titled, “Constitution for the Northern Territory Association of Commerce and Industry Inc”.

**Council** means an Industry Council or General Council as the context requires.

**Director** means a member of the Board elected or appointed in accordance with this Constitution.

**Executive Committee** has the meaning given in clause 5.12 of Schedule 5.

**Industry Council** means an organisation established in accordance with Schedule 3;

**General Meeting** means an annual general meeting, or a special general meeting convened under Schedule 6.

**General Council** means the general council established by the Board for the good management of the affairs of the Association in accordance with Schedule 2.

**Industry Council** means an industry council established in accordance with Schedule 4.

**Industry Council Member** means a person admitted as a member of an Industry Council under Schedule 4.

**Member** means a member of the Association admitted in accordance with clause 9.1 (however, a person is not a Member merely as a result of being an associate member or an Industry Council Member);

**Public Officer** has the same meaning given in the Act.

**President** means the person elected in accordance with Schedule 5.

**Regional Branch** means an organisation established in accordance with Schedule 3.

**Register of Members** means the register of Members referred to in clause 14.

**Secretary** means the secretary of a Regional Branch or Industry Council

**Vice President** means the person elected in accordance with Schedule 5.

**Vice President Finance** means the person elected in accordance with Schedule 5.

## 5. Interpretation

- 5.1 In this Constitution, unless the contrary intention appears, words and phrases shall be given the same meaning as they have in the *Interpretation Act 1978* (NT) and the *Associations Act 2003* (NT) as at the date on which this Constitution is adopted.
- 5.2 If there is any inconsistency between this Constitution and the Act, the Act prevails.
- 5.3 Any requirement for a document to be signed or executed may (without limitation) be satisfied in accordance with the *Electronic Transactions (Northern Territory) Act 2000* (NT).
- 5.4 A reference to legislation or regulations includes any legislation or regulations substantially replacing it as amended from time to time.

## PART 2 – CONSTITUTION AND POWERS OF THE ASSOCIATION

### 6. Powers of Association

- 6.1 For achieving its objectives and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- 6.2 Subject to the Act the Association may do all things necessary or convenient for carrying out its objectives or purposes and without limitation may –
- (a) open and operate accounts with financial institutions;
  - (b) invest its money in any security in which trust monies may lawfully be invested;
  - (c) appoint agents to transact business on its behalf; and
  - (d) enter into any other contract it considers necessary or desirable, including contracts to engage resources directly or via third party arrangements;
  - (e) form, incorporate or otherwise establish corporations and unincorporated associations, and hold and deal with interests in them;
  - (f) affiliate with other Associations or similar bodies and co-operate with any department of government, board, trust or other authority, body corporate, chamber of commerce, or person for the purpose of achieving and maintaining its objectives;
  - (g) offer prizes, rewards, or premiums for the encouragement of invention, skill, and greater technical knowledge in connection with work appertaining to the objectives.
  - (h) prosecute or defend any suits, applications and proceedings before any court, commission, committee, board, arbitrator, tribunal, or other similar body as may be reasonably considered by the Board to be in the interests of the Association;
  - (i) promote or oppose public proposals, and legislative and other regulatory measures which may affect the interests of Association or the Members;
  - (j) distribute information of interest to members, or affecting or promoting the objectives;
  - (k) hold meetings, expositions, or other gatherings for the dissemination of information and/or discussion of matters affecting the interests of members;
  - (l) do all such other things for the purposes of achieving and maintaining its objectives insofar as is considered appropriate in the reasonable opinion of the Board.

### 7. Effect of Constitution

This Constitution binds every Member, Director, 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

### 8. Amendment of Constitution

- 8.1 This Constitution may only be amended in accordance with this clause at a general meeting convened in accordance with Schedule 6.
- 8.2 The period of notice to be given for any general meeting at which this Constitution is to be amended is 21 days. The notices must be given in writing to each regional branch stating the proposed motion for any such amendment.
- 8.3 No amendment to the Constitution shall have effect without a resolution at a general meeting having been carried by a 75% majority of the members present and voting.
- 8.4 If the Constitution is amended, the Public Officer must ensure compliance with section 23 of the Act.

## PART 3 – MEMBERS

### Division 1 – Membership

#### 9. Membership and Conditions of Eligibility

- 9.1 Membership of the Association shall be open to any person, firm, organisation, or corporation engaged in any activity in connection with any trade, business, profession, occupation or calling carried on in the Northern Territory.
- 9.2 Members have full voting and representational rights and are eligible to hold positions on Executive Committees, Industry Councils, and the Board, subject to the requirements of Schedule 3, Schedule 4, and Schedule 5.
- 9.3 The Board may establish subclasses of Membership which:
- (a) cannot affect the voting rights, directorship eligibility, or any other rights conferred, or obligations imposed on each Member by this Constitution;
  - (b) may be subject to different fees and other obligations not inconsistent with this Constitution;
  - (c) may be subject to different rights and entitlements not inconsistent with this Constitution.
- 9.4 (a) Associate membership is open to:
- (i) Industry associations, business associations and employer associations having the same or similar objectives to the Chamber; and
  - (ii) Local and community government councils, statutory authorities, and government business enterprises.
- (b) Associate members may be invited to participate on Committees, Councils and the Board but do not have voting rights and are not eligible to hold office on any Chamber Committee, Council or Board.
- 9.5 Neither Membership nor associate membership is available to:
- (a) Northern Territory or Commonwealth Government departments;
  - (b) Northern Territory or Commonwealth Members of Parliament; or
  - (c) any union of employees or other organisation having objectives contrary to those of this Association.
- 9.6 The Association may refuse membership, or not offer membership, to any person, firm, organisation, company, local council, community government council, statutory authority, government business enterprise, association, or any other entity as it sees fit from time to time.
- 9.7 The Association may at its discretion allow subscription to the Association for those not eligible for Membership.
- 9.8 The Board shall set the fees for Membership and/or subscriptions and/or affiliation from time to time.

#### 10. Application for Membership

- 10.1 Every application for Membership shall:
- (a) be made to the CEO in writing;
  - (b) contain the name and the address of the applicant;
  - (c) be executed on behalf of the applicant; and
  - (d) be in a form approved from time to time by the Board.
- 10.2 The CEO shall submit all applications to a meeting of the Board which may accept or reject the application.

- 10.3 The applicant shall be informed of the Board's decision in respect of its application for admission as a member by notice in writing.
- 10.4 If the Board rejects an application for Membership and the applicant is dissatisfied with the decision:
- (a) within thirty (30) days of notice of such rejection the applicant may by notice in writing addressed to the CEO appeal to the next Annual General Meeting;
  - (b) in support of the appeal the applicant may deliver written submissions not exceeding 200 words and not including any offensive, scandalous or vexatious content;
  - (c) at the Annual General Meeting, the Members present may accept or reject the appeal.
  - (d) The applicant shall be informed of the result of its appeal by notice in writing.
- 10.5 No applicant shall be admitted to membership unless the application is accompanied by the annual fees for that membership or unless arrangements for an alternative form of payment have been agreed.

## 11. Membership Fees

- 11.1 The annual fees payable by members shall be determined by the Board from time to time. Such membership fees shall be payable yearly in advance, provided that the Board of Directors may allow members to pay their fee in period payments.
- 11.2 A member whose annual fee is in arrears for more than three months shall not be entitled to receive any service or services from the Association and the membership of that member may be terminated in accordance with Clause 19.

## 12. Levies

The Board may from time to time estimate the funds required by the Association and propose a method of obtaining them. Where in the opinion of the Board there is a need for any reason for the Association to seek additional funds, the Board may raise such funds by levy, or levies, on Members or by other appropriate means. Any proposal for a levy or levies on Members shall be put to a Special General Meeting for endorsement and upon endorsement shall be binding on all members.

## Division 2 – Rights and Obligations of Members

## 13. General

- 13.1 Subject to clause 14, a Member may exercise the rights of membership when their name is entered in the Register of Members.
- 13.2 A right of membership of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates on the cessation of membership whether by death, resignation, dissolution or otherwise.

## 14. Register of Members

- 14.1 The Public Officer shall keep or cause to be kept a register in which shall be recorded the name and postal address of every member of the Association and a list of the names, postal addresses and occupations of the persons holding office in the Association.
- 14.2 An entry in the name of a member in the register shall be as between the Association and the member prima facie evidence of Membership.

## 15. Voting

- 15.1 Subject to clause 15.2 and unless expressly indicated otherwise in this Constitution, each Member has one vote at General Meetings.
- 15.2 A Member is not eligible to vote until 10 working days after their application has been accepted.

## 16. Access to Information of Association

The following must be available for inspection by members:

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

## 17. Observation of Constitution

- 17.1 The CEO may and shall, if so, directed by the Board charge any member with a breach of this Constitution, the By-laws, and/or the Code of Conduct. Such charge shall be in writing, signed by the CEO and a copy shall be given to that Member.
- 17.2 If any Member is charged with a breach of this Constitution, the By-laws, and/or the Code of Conduct:
- (a) Within fourteen (14) days of the charge being given to it, it may answer the charge in writing.
  - (b) The CEO shall cause to be made any investigation as they may think fit,
  - (c) The Member shall give the CEO all documents and records in their possession or under their control relating to the subject matter of the charge and shall afford the CEO all reasonable facilities for such investigations (and any failure to do so may be dealt with as a breach of this section in the same investigation without the need to start the process afresh under clause 17.1 or 17.2).
- 17.3 Following the investigation:
- (a) The CEO shall report to the Board all relevant facts surrounding the charge made, the result of any investigation and any response made by the Member charged.
  - (b) The Board shall deal with the matter on the report provided by the CEO and shall not undertake its own investigations;
  - (c) The member charged shall be given seven (7) days' notice of the meeting at which the CEO's report is to be considered and a copy of that report and be advised that they and/or their representative may attend that meeting to answer the charge.
- 17.4 If the Board determines that a member has breached the Constitution, the By-laws, or the Code of Conduct, then the Board may:
- (a) reprimand the member on such terms considered appropriate (including without limitation a probation period of up to 12 months; removal from the Board (if the Member or its representative is a Director), or express apology from the member in a form acceptable to the Board); or
  - (b) impose a fine not exceeding \$400.00 on the Member; or
  - (c) suspend the Member for a period of up to 12 months; or
  - (d) expel the Member from the Association.
- 17.5 A Member found guilty of a charge under this part may appeal in accordance with section 109 of the Act, but pending the outcome of any such appeal the outcome shall be valid and effective unless the court makes an interim order to the contrary.

## 18. Notice to Members

- 18.1 A notice may be served by the Association upon any member either:
- (a) personally, of if the Member is a corporation, then personally on one of its directors;
  - (b) by post to its usual, last-known, nominated, or registered place of business;
  - (c) facsimile transmission, email, or other electronic means (including but not limited to mobile phone text messaging) via its usual, nominated, or last-known details.
- 18.2 Any notice sent shall be deemed to have been served:
- (a) if served personally, at the time of service;
  - (b) if served by post to an address within the Northern Territory, two days after the day on which it is posted;
  - (c) if served by post to an address outside the Northern Territory, seven days after the day on which it is posted;
  - (d) if served by email or other electronic means, upon the sender's electronic device indicating that the transmission has been sent (unless a non-delivery error message is received in response);
  - (e) if served by facsimile, upon receipt of a transmission confirmation.
- 18.3 A certificate in writing signed by the CEO that the notice was served in accordance with this clause shall be conclusive evidence of service.

## Division 4 – Termination of Membership

## 19. Termination of Membership

- 19.1 A Member's Membership is terminated if:
- (a) the Member resigns from the Association by giving three (3) months written notice (provided that the resigning Member is required pay all fees and levies owed by that member up to their resignation date);
  - (b) the Member does not renew its membership if and when due for renewal;
  - (c) the Member is expelled under clause 17.4;
  - (d) the Member being a natural person dies or ceases to hold legal capacity;
  - (e) the Member, being a body corporate, is deregistered or dissolved (provided that if the Member is deregistered with the Australian Securities and Investment Commission due to failure to pay registration fees or lodge corporation documentation, then upon re-registration the Member's Membership shall be deemed not to have been terminated);
  - (f) the Member, being a partnership, is dissolved;
  - (g) the Member has not paid any annual fee within three (3) months from its due date and the Board resolves to terminate the Membership.

## PART 4 – THE BOARD

### Division 1 – General

#### 20. Role and Powers

- 20.1 The business and affairs of the Association is managed by or under the direction of the Board. The Board is the "committee" as defined by and for the purposes of the Act.
- 20.2 The Board may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a General Meeting.
- 20.3 All decisions of the Board shall be binding on all members and subject only to a Special General Meeting of Members called in accordance with Part 6.
- 20.4 Without limiting the generality of clause 20.2, the Board's powers include:
- (a) to establish, amend and repeal the Code of Conduct and By Laws for the purposes of attaining the objectives of the Association and for the effective administration of the Association (provided that this Constitution shall prevail in the event of any such inconsistency);
  - (b) to oversee and monitor the activities and performance of the Association and the Directors;
  - (c) to set guidelines and policies as required to determine the eligibility of organisations to subscribe to or affiliate with the Association;
  - (d) to determine the policies and direction of the Association.

#### 21. Composition of the Board of Directors

- 21.1 The Board shall consist of up to ten Directors comprised of:
- (a) a President;
  - (b) a Senior Vice President;
  - (c) a Vice President – Finance; and
  - (d) up to seven other members.
- 21.2 Six Directors shall be elected in accordance with Schedule 5 (including one Alice Springs Director as defined in that schedule).
- 21.3 Up to four Directors may be appointed by the Board in accordance with Clause 5.13 of Schedule 5.
- 21.4 The Directors who hold office at the time the amended Constitution is adopted by the Members shall continue to hold office and to form the Board until the incoming Directors are elected in accordance with the provisions of this Constitution.

#### 22. Delegation

- 22.1 The Board may delegate to the CEO, a sub-committee, or staff any of its powers and functions other than:
- (a) this power of delegation; or
  - (b) a duty imposed on the Executive by the Act or any other law.
- 22.2 The delegation must be in writing and may be subject to any conditions and limitations the Board considers appropriate.
- 22.3 The Board may revoke wholly or in part the delegation.

#### 23. Vacation of Office

- 23.1 A Director will be deemed to vacate their office if that Director:

- (a) becomes bankrupt or enters into any composition or arrangement with their creditors;
- (b) where the director holds the position as an employee, director, or partner of a Member, if that Member enters into liquidation or receivership;
- (c) becomes of unsound mind;
- (d) is convicted of any criminal offence punishable by imprisonment (other than imprisonment in default of payment of a fine);
- (e) resigns, retires, dies or otherwise;
- (f) (for elected members only) ceases to be a Member or a representative of a Member;
- (g) is absent without leave or absent from three (3) consecutive meetings of the Board unless the Board resolves otherwise;
- (h) is otherwise disqualified from being a committee member under section 30 or 40 of the Act; or
- (i) is, or is the representative of a Member, found guilty of a charge under clause 17 if the remainder of the Board resolves to terminate that Director's directorship.

## 24. Removal of the Board

The Board may be removed by a resolution of Members at a General Meeting if the resolution is carried by a vote of not less than two thirds of the total Membership of the Association.

## Division 2 – Duties of Directors

## 25. Collective responsibility of Board

- 25.1 As soon as practicable after being elected to the Board, each Board member must become familiar with the Act.
- 25.2 Except as otherwise provided by this Constitution or the Act, the Board is collectively responsible for ensuring the Association complies with the Act.

## 26. President and Vice Presidents

- 26.1 Subject to sub-clauses 26.2, 26.3 and 26.4, the President must preside at all General Meetings and Board meetings.
- 26.2 If the President is absent from a meeting, the Vice President must preside at the meeting.
- 26.3 If the President and the Vice President are both absent, the Vice President Finance must preside at the meeting.
- 26.4 If each of the President, Vice President and Vice President Finance are all absent, the presiding member for that meeting must be:
  - (a) Member elected by the other Members present if it is a General Meeting; or
  - (b) a Director elected by the other Directors present if it is a Board meeting.
- 26.5 The President shall:
  - (a) automatically be a member of each committee or sub-committee of the Board unless otherwise resolved;
  - (b) delegate officers, employees or agents appointed by the Board to perform all tasks and duties as may be necessary to properly conduct the affairs, financial and otherwise, of the Association and to pursue its objectives;
- 26.6 The Vice President shall:

- (a) have the authority to act for and on behalf of the President during any absence or incapacity of the President and shall have the rights, powers, duties, and responsibilities of the President, whether implied or expressed under this Constitution, whilst so acting; and
- (b) automatically be a member of any committee or sub-committee of the Board unless otherwise resolved.

26.7 The Vice President Finance shall:

- (a) have the authority to act for and on behalf of the President during any absence or incapacity of both the President and the Vice President and shall have the rights, powers, duties, and responsibilities of the President, whether implied or expressed under this Constitution, while so acting;
- (b) automatically be a member of any committee or sub-committee of the Executive; and
- (c) perform the duties of treasurer and must report to the Board on the accounts of finances of the Association at each Board meeting:
- (d) coordinate the preparation of the Association's annual statement of accounts.
- (e) If directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction.

## 27. CEO and Public Officer

- 27.1
- (a) There shall be a CEO of the Association who shall be appointed by the Board
  - (b) The CEO shall hold office continuously at the pleasure of the Board.
  - (c) Unless the Board of Directors otherwise resolves the CEO shall also be the Public Officer.
  - (d) Unless the Board of Directors otherwise resolves, the CEO shall also be the Association's secretary for the purposes of any applicable laws with respect to association secretaries.

27.2 The Public Officer has the following responsibilities:

- (a) Maintaining all books and records of the Association and such other property belonging to the Association as the Board directs.
- (b) Keeping all minutes of all meetings of the Association and the Board in accordance with section 38 of the Act.
- (c) Keeping all letters and documents properly filed for reference as well as copies of all, important papers connected with the Association when originals cannot be filed.
- (d) Giving notice to Members of meetings.
- (e) Attending, unless excused, all Board meetings and General Meetings, and keeping and preparing the minutes of such meetings where necessary.
- (f) Having the safe custody of the Common Seal of the Association and keep a Register of Documents to which the Seal has been affixed.
- (g) Subject to clause 28 acting as the Returning Officer.
- (h) Carrying out any other responsibilities determined by the Board by resolution.
- (i) Maintaining the register of members in accordance with section 34 of the Act.
- (j) Ensuring the accounting records of the Association are kept in accordance with section 41 of the Act.
- (k) Coordinating the preparation of the Association's annual statement of accounts.
- (l) Having 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.

- (m) Ensuring that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 29 and 45 of the Act.
- (n) Keeping a current copy of the Constitution.

27.3 The CEO has the following responsibilities:

- (a) The CEO shall be responsible for the general administration of the Association including all Regional Branches, Industry Councils, and staff of the Association.
- (b) The CEO shall be entitled to attend all Board and council meetings, without voting rights.

## 28. Returning Officer

The Board may from time to time appoint a person other than the Public Officer to act in the capacity of Returning Officer.

## Division 3 – Councils and Branches

## 29. General Council

A General Council shall be established in accordance with the procedures set out in Schedule 2.

## 30. Regional Branches

Regional Branches may be established in accordance with the procedures set out in Schedule 3.

## 31. Industry Councils

Industry Councils may be established in accordance with the procedures set out in Schedule 4.

## PART 5 – MEETINGS OF THE BOARD

## 32. Frequency of meetings

The Board shall meet regularly at least four (4) times a year and up to a maximum of twelve (12) times per year.

## 33. Convening of meetings

33.1 Special meetings of the Board may be convened in the following circumstances:

- (a) by the Board at any time;
- (b) by the President whenever considered necessary or within seven days of receipt of a requisition, in writing, signed by not less than 5 members of the Board setting out the objectives of the proposed special meeting.

## 34. Quorum for Board meeting

34.1 A quorum for a Board meeting requires at least five Directors (either in person or by use of any technology that reasonably allows the Member to hear and take part in discussions as they happen). Should there be no quorum present within fifteen (15) minutes from the time for which any Board meeting is called, the meeting shall be dissolved, and the names of the Directors present shall be recorded in the minutes book.

34.2 Directors must be personally present at a Board meeting or participate by means of telephone conference, video conference or similar means of telecommunication. Any person so participating is deemed to be present at such meeting to cast a vote and no proxy votes shall be permitted.

## **35. Procedure and order of business**

- 35.1 All acts and decision of the Board shall, even if it is afterwards discovered that there was some defect in the appointment of Directors, be as valid and effectual for all purposes as if all the Directors had been duly appointed and were qualified to act as such.
- 35.2 The Board may allow such persons to observe and participate in Board meetings at its discretion, provided that any such attendees will have no voting rights.

## **36. Disclosure of Interest**

- 36.1 A Director who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Board in accordance with section 31 of the Act.
- 36.2 The Public Officer must record the disclosure in the minutes of the meeting.
- 36.3 The Public Officer must ensure a member of the Board of Directors who has a direct or indirect pecuniary interest in contract, or proposed contract complies with section 32 of the Act.

## **37. Out of session motions**

An ordinary resolution of the Board may be passed otherwise than at Board meetings provided that a majority of Directors vote in writing in favour of that resolution.

# **PART 6 – GENERAL MEETINGS**

## **38. Frequency, convening and conduct of general meetings**

The procedures for convening and conduct of General Meetings are set out in Schedules 1, 5 and 6.

# **PART 7 – FINANCIAL MANAGEMENT**

## **39. Accounts and expenditure**

- 39.1 Subject to any restrictions imposed by the Association at a general meeting, the Board of Directors may approve expenditure on behalf of the Association within the limits of the budget.
- 39.2 The signatories to cheques or any other type of payment are to be determined by the Board. Senior staff may be approved as a signatory within specified limits.
- 39.3 The CEO 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.

## **40. Audit**

- 40.1 The Association must appoint an Auditor for the ensuing twelve (12) months at each Annual General Meeting of the Association.
- 40.2 A duly audited financial statement of account, covering the period from the date of the presentation of the last statements of accounts, up to the date of closing of the Association's financial year, together with a balance sheet at the latter date shall be prepared by the Public Officer, be audited by the Auditor, comply with Part 5 of the Act and be presented to the Annual General Meeting.

## PART 9 – MISCELLANEOUS

### 41. Annual report

- 41.1 The annual report must:
- (a) be of a professional quality;
  - (b) include reports from Regional Branches and Councils; and
  - (c) set out any activity, achievement, underperformance, challenge, or opportunity for the Association (perceived or otherwise).
- 41.2 The Annual Report shall be published at or as soon as practicable after the Annual General Meeting.
- 41.3 An Audit Report shall be made available for all members on request and tabled at all Regional Annual General Meetings.
- 41.4 The CEO shall be responsible for the preparation of the annual report, and the report must be approved by the Board.

### 42. Seal

The common seal shall not be affixed to any instrument without the authority of the Directors and when so affixed shall be authenticated by two signatures being any two of the Directors and/or the CEO acting under the authority of the Board.

### 43. Execution of documents

In addition to Clause 42, documents may be executed by or on behalf of the Association by any two (2) of the Directors and/or the CEO acting under the authority of the Board.

### 44. Indemnity

Every member of the Regional Branches and Industry Councils and every officer and employee of the Association shall be indemnified by the Association against all costs, losses, and expenses which any such member, officer or servant incurs or becomes liable for in the exercise of their duties, powers, or functions.

### 45. Winding Up

- 45.1 The Association may be wound up by a resolution carried at a General Meeting by 75% of the members present at that General Meeting provided that:
- (a) the meeting is specifically called for the purpose and not less than twenty-one (21) days' notice in writing has been given to the Members, setting out the purpose of the meeting.
  - (b) At any General Meeting at which a resolution for winding up the Association is duly carried a liquidator may be appointed and their remuneration fixed.
- 45.2 Each Member's liability to contribute to the assets of the Association in the event of winding up is limited to two dollars (\$2.00).
- 45.3 If upon the winding up or dissolution of the Association there remains any surplus property or funds it shall be given or transferred to some other institute Association or body having objectives similar to the objectives of the Association as determined by the Members.

## SCHEDULE 1 – MANDATORY DETAILS

### 1.1 Name and registered office of Organisation (Clause 1)

The Association is named the Northern Territory Chamber of Commerce and Industry Inc.

The registered office of the Association shall be 4/ 5 Shepherd Street, Darwin, Northern Territory, or such place as may be determined from time to time by the Board.

### 1.2 Objectives (Clause 2)

The objectives of the Association are to promote the interests of the Members generally and as “The Voice of Territory Business,” and to promote in particular the establishment and development of trade, commerce and industry and all forms of economic and business activity whether domestic or international in the Northern Territory and Australia.

### 1.3 Minimum number of members (Clause 3)

The Association must have at least five members.

## PART 2 – REPLACEABLE DETAILS

Clause	Description of clause	Default detail	Replacing detail
38	Notice of an annual general meeting	at least 30 days	
38	Notice of special resolution	at least 21 days	
21	Consecutive terms of Executive members	may serve consecutive terms	
32	Frequency of Executive meetings	at least 4 times each financial year	
34	Quorum for Board meeting	half of the Executive members	At least 5 members of the Board
38	Number of members who can request a special general meeting	half the quorum of members for a general meeting	20 members

## SCHEDULE 2 – GENERAL COUNCIL

### 2.1 General

- (a) The Board shall establish a General Council of the Association for the good management of the affairs of the Association from time to time.
- (b) The General Council shall comprise of:
  - (i) The Chairpersons (or their nominees) of each Regional Branch referred to in Schedule 3;
  - (ii) The Chairpersons (or their nominee) of each Industry Council pursuant to in Schedule 4; and
  - (iii) The Directors.
- (c) The General Council shall be subject to and report to the Board.
- (d) The General Council shall meet regularly at least three (3) times a year and up to a maximum of twelve (12) times per year.
- (e) 50% of the recorded members of the General Council present (either in person or by use of any technology that reasonably allows the Member to hear and take part in discussions as they happen) shall constitute a quorum. Should there be no quorum present within fifteen (15) minutes from the time for which any meeting is called, the meeting shall be dissolved, and the names of the members present shall be recorded in the minute book. The General Council shall determine all other procedural matters with respect to meeting procedures.
- (f) Members of the General Council must be personally present at a meeting or participate by means of telephone conference, video conference or similar means of telecommunication. Any person so participating is deemed to be present at such meeting to cast a vote and no proxy votes shall be permitted.
- (g) The CEO shall be responsible to ensure the General Council is resourced in accordance with the directions of the Board.

### 2.2 Powers & responsibility of the General Council

The Board may set out the powers and responsibilities of the General Council. The Board in setting the powers and responsibilities for the General Council shall seek to establish a forum where:

- (a) Chairpersons of the Regional Branches and Industry Councils can meet and focus on issues affecting their area; and
- (b) Information regarding to the Association's governance and financial position can be disseminated to their respective committees.

## SCHEDULE 3 – REGIONAL BRANCHES

### 3.1 General

- (a) The Board may establish regional branches of the Association with a Regional Executive Committee as it deems proper for the good management of the affairs of the Association from time to time. Any Regional Branches established by or under a former version of this Constitution shall be deemed to have been established in accordance with this clause.
- (b) The Regional Executive Committee may admit members of the regional branch (referred to in this schedule as "Regional Participants". A Regional Participant of a Regional Branch shall be entitled to vote at a Regional Branch Annual General Meeting.
- (c) A person is only entitled to become a Regional Participant if that person is a Member of the Association,
- (d) The Regional Executive Committee may establish sub-committees as it may think fit from time to time and determine the meeting procedures and quorum for meetings for such Committees.
- (e) All Regional Executive Committees shall be subject to the direction of, shall serve at the pleasure of, and shall report to the Board.
- (f) The CEO is responsible for ensuring that each Regional Branch is resourced in accordance with the Directions of the Board of Directors.
- (g) Regional Executive Committees shall in all other respects be governed by the provisions of this Constitution, construed with the necessary changes.

### 3.2 Powers & Responsibilities of the Regional Executive Committee

The powers and responsibilities of Regional Executive Committees shall be to ensure the effective management and administration of the Region and in particular:

- (a) Recruitment of members and regional participants;
- (b) Policy development, recommendations, and implementation
- (c) The promotion of regional and Northern Territory economic development, and
- (d) Review of the region's financial reports.

### 3.3 Election of Regional Executive Committees

- (a) The Regional Participants of each region shall elect an Executive Committee provided that, there shall be at least three (3) and not more than twelve (12) members on the Committee.
- (b) The Regional Participants of each region shall elect an Executive Committee annually at an Annual General Meeting which shall be held after the end of the Association's financial year but before the Association's Annual General Meeting.
- (c) The election of Regional Executive Committees shall be conducted in accordance with the following provisions: -
  - (i) No Member or Member's representative shall be eligible for election to the Regional Executive Committee unless such member has been a Member of the Association for at least twelve months.
  - (ii) (1) Committee members of the Regional Executive Committees shall serve a two-year rotational term and be eligible for re-election at the next Annual General Meeting which occurs at the conclusion of the two-year term. The word 'term' shall mean two years being from the date of election to the date of the next election following in two years' time.  
(2) In the first year of the introduction of rotation: -

- (a) Half of the elected Committee shall serve a one-year term and then be eligible for re-election for a two-year term at the next Annual General Meeting and,
  - (b) The remainder of the elected Committee shall hold office for a two-year term and be eligible for re-election.
  - (c) Should less than twelve committee members be elected at the Annual General Meeting the committee may fill these positions as Casual Vacancies in accordance with Clause (h), and nominate the length of term to the incoming members to ensure that one half of the Committee shall end their term at the next Annual General Meeting
- (3) After the expiration of the twelve-month term referred to in 3.3(c)(ii)(2)(a) above: -
  - (a) No further appointments for a period of one year shall be made, and
  - (b) All appointments shall be for a term of two years.
- (4) The Board will resolve which mechanism will be used to determine the terms of Committee Members for the first year at the first Regional Executive Committee Meeting held immediately following the Annual General Meeting.
- (iii) A Regional Executive Committee member who has lodged at the Regional office at least seven (7) days before the date of the Annual General Meeting a notice of candidature signed by themselves and at least one other Member shall be eligible for election. The Secretary of the Branch shall cause the names of all candidates so nominated to be included in the notice of the Annual General Meeting.
- (iv) If only the required number of nominations to fill the positions on the Regional Executive Committee is received, the Secretary shall forthwith declare the persons so nominated elected unopposed.
- (d) If more than the number of nominations required is received an election shall be held immediately in accordance with the following provisions: -
  - (i) The Secretary of the Regional Branch shall act as the Returning Officer for the election and appoint two impartial attendees as scrutineers with the approval of the meeting.
  - (ii) The Returning Officer shall prepare such number of ballot papers as there are members entitled to vote at the Annual General Meeting held listing all candidates' names and request each member present to place a tick against the names of their chosen candidates for the appropriate number of vacancies.
  - (iii) The Returning Office shall collect all ballot papers and check them to ensure that no votes are cast except by Regional Participants entitled to vote and that no Regional Participant casts more than one vote and admit all ballot papers properly marked and count the votes cast.
  - (iv) Immediately following the conclusion of the count advise the Chairperson of the meeting of the outcome and declare the persons duly elected.
  - (v) In case of a tie between candidates the Returning Officer shall draw lots to determine the winner.
  - (vi) Regional Participants must be personally present at a Regional Branch Annual General Meeting and any other meetings to cast a vote, and no proxy votes shall be permitted.
  - (vii) Alternatively, at the option of the Regional Executive Committee, voting may take place electronically on the terms set out in Schedule 5.
- (e) As soon as possible after the Annual General Meeting a special meeting will take place at which the following office bearers will be elected from amongst the Regional Participants of the Regional Executive Committee:- Chairperson, Deputy Chairperson, Secretary and such

other Office Bearers as may be considered appropriate by the Regional Executive Committee from time to time.

- (f) The Chairperson shall be elected annually and shall hold office for a term of one year and retire at the next meeting at which an election of office bearers is conducted.
- (g) The Chairperson shall be eligible for re-election provided that the Chairperson may only serve and be re-elected as Chairperson for a maximum of six consecutive terms and shall not be eligible to nominate for re-election as Chairperson at the conclusion of their sixth consecutive term in office.
- (h) At the completion of serving the maximum of six consecutive years, a Chairperson may stand for re-election for the position of Chairperson provided that a period of one year has elapsed from the date when the past Chairperson ceased to hold the position of Chairperson.
- (i) In this clause the word “term” shall mean one year being from the date of election to the date of the next election following.
- (j) Each region shall hold a minimum of six (6) meetings of the Regional Executive Committee to review the operations of the region and to consider matters of interest to Regional Participants and to develop and recommend policy and/or action on matters of interest and/or concern to the Regional Executive Committee to the Board for their consideration decision and implementation as appropriate.
- (k) Subject to the above provisions, any casual vacancy on a Regional Executive Committee (including a vacancy resulting from the filling of a Casual Vacancy in the office bearers) shall be filled by the Committee by a show of hands from recommendations made to the Secretary and tabled at a Committee meeting. The person so elected shall hold office for the balance of the term of the resigned member at which time they shall be eligible for re-election.
- (l) In the absence of the Chairperson from any meeting of the Regional Executive Committee or any other committee or if at any meeting the Chairperson , although present, does not desire to act as Chairperson , the chair shall be taken by the Deputy Chairperson but should none of these officers be present, the meeting shall elect a Chairperson for the time being.

## SCHEDULE 4 – INDUSTRY COUNCILS

### 4.1 General

- (a) The Board of Directors may create Industry Councils for the purpose of promoting the specific interests and needs of industry sectors such as manufacturing; tourism and hospitality; building and construction; retailing and wholesaling; transport; mining and resources and international business. Any Industry Council whether existing or which may be formed by the Board of Directors shall be operational entities of the Association, and subject to the directions of the Board.
- (b) Without limiting the generality of subclause (a) above, the Manufacturers Council and the International Business Council shall be recognised as Industry Councils for the purpose of this Schedule.
- (c) The Chairperson or nominee of each of the Industry Councils shall be a member of the General Council.
- (d) The Industry Council may establish sub-committees from time to time and determine the meeting procedures for meetings for such sub-committees.
- (e) All Industry Council Committees shall be subject to the direction of, shall serve at the pleasure of, and report to the Board.
- (f) The CEO shall be responsible to ensure that each Industry Council is resourced in accordance with the directions of the Board and all such staff shall be responsible to the CEO.
- (g) An Industry Council Member need not be (but may be) a Member of the Association.
- (h) Except to the extent inconsistent with this Schedule, Industry Councils shall in all other respects (including with respect to admission of Industry Council Members) be governed by the provisions of this Constitution construed such that references to the Board are taken to be references to the Industry Council Committee and other such necessary charges.

### 4.2 Powers & Responsibilities of the Industry Council

- (a) The powers and functions of Industry Councils shall be to ensure the effective management and administration of the Industry Council and in particular: -
  - (i) Industry Council membership and recruitment;
  - (ii) Policy development, recommendations and implementation;
  - (iii) Promotion of regional and Northern Territory economic development, and
  - (iv) Review of the council's financial reports.

### 4.3 Election of Industry Council Committee Members

- (a) The Industry Council Members of each Industry Council shall elect a Committee provided that, there shall be at least six (6) and not more than twelve (12) members on the Council Committee.
- (b) The Industry Council Members of each Industry Council shall elect a committee annually at its Annual General Meeting but before the Association's Annual General Meeting. Financial members on the membership register of an Industry Council shall be entitled to vote at an Industry Council Annual General Meeting.
- (c) The election of Council Committees shall be conducted in accordance with the following provisions: -
  - (i) No member or member's representative shall be eligible for election to the Industry Council Committee unless such member is an Industry Council Member and has been a member of the Association and/or the Industry Council for at least twelve months.
  - (ii) (1) Members of the Industry Council Committees shall serve a two-year rotational term and be eligible for re-election at the next Annual General Meeting which occurs at the

conclusion of the two-year term. The word 'term' shall mean two years being from the date of election to the date of the next election following in two years' time.

(2) In the first year of the introduction of rotation: -

- (a) Half of the elected Committee shall serve a one year at the next Annual General Meeting and,
- (b) The remainder of the elected Committee shall hold office for a two-year term and be eligible for re-election.
- (c) Should less than twelve members be elected at the Annual General Meeting the committee may fill these positions as casual vacancies and nominate the length of term to the incoming members to ensure that one half of the committee shall end their term at the next Annual General Meeting.

(3) After the expiration of the twelve-month term referred to in (2)(a) above:

- (a) No further appointments for a period of one year shall be made, and
- (b) All appointments shall be for a term of two years.

(4) The Board will resolve which mechanism will be used to first Industry Council Committee Meeting held immediately following the Annual General Meeting.

- (iii) An Industry Council member who has lodged at the office at least seven (7) days before the date of the Annual General Meeting a notice of candidature signed by themselves and at least one other financial member of the Industry Council shall be eligible for election. The Secretary of the Industry Council shall cause the names of all candidates so nominated to be included in the notice of the Annual General Meeting.
  - (iv) If only the required number of nominations to fill the positions on persons so nominated, elected unopposed.
- (d) If more than the number of nominations required is received an election shall be held forthwith in accordance with the following provisions: -
- (i) The Secretary of the Industry Council shall act as the Returning Officer for the election.
  - (ii) The Returning Officer shall prepare such number of blank ballot papers as there are members entitled to vote at the Annual General Meeting at which the election is held and request each member to write in the name of their chosen candidates.
  - (iii) The Returning Officer shall collect all ballot papers and check the same to ensure that no votes are cast except by members entitled to vote and that no member casts more than one vote and admit all ballot papers properly marked and count the votes cast.
  - (iv) Immediately following the conclusion of the count, the Returning Officer shall advise the Chairperson of the meeting of the outcome and declare the persons duly elected.
  - (v) In case of a tie between candidates the Returning Officer shall draw lots to determine the winner.
  - (vi) Members must be personally present at an Annual General Meeting and any other meetings to cast a vote, and no proxy vote shall be permitted.
  - (vii) Alternatively, at the option of the Industry Council, voting may take place electronically on the terms set out in Schedule 5.
- (e) As soon as possible after the Industry Council's Annual General Meeting a special meeting will take place at which the following office bearers will be elected from amongst the members of the Industry Council: - Chairperson, Deputy Chairperson, Secretary, and such other Office Bearers as may be required from time to time.
- (f) (i) The Chairperson shall be elected annually and shall hold office for a term of one year and retire at the next meeting at which an election of office bearers is conducted.

- (ii) The Chairperson shall be eligible for re-election provided that the Chairperson may only serve and be re-elected as Chairperson for a maximum of six consecutive terms and shall not be eligible to nominate for re-election as Chairperson at the conclusion of their sixth consecutive term in office.
- (iii) At the completion of serving the maximum of six consecutive years a Chairperson may stand for re-election for the position of Chairperson provided that a period of one year has elapsed from the date when the past Chairperson ceased to hold the position of Chairperson.
- (iv) In this Schedule, the word “term” shall mean one year being from the date of election to the date of the next election following.
- (g) Each Industry Council shall hold a minimum of six (6) meetings of the Committee to review the operations of the Industry Council and to consider matters of interest to Industry Council members and to develop and recommend policy and/or action on matters of interest and/or concern to Industry Council members to the Board of Directors for their consideration decision and implementation as appropriate.
- (h) Subject to the above provisions any casual vacancy on the Industry Council Committee (including any vacancy resulting from filling a Casual Vacancy in the office bearers) shall be filled by the Committee by a show of hands from recommendations made to the Secretary of the Industry Council and tabled at a Committee meeting. Such recommendation may include a member nominating a second representative. The person so elected shall hold office for the balance of the term of the resigned member at which time that person shall be eligible for re-election.
- (i) In the absence of the Chairperson from any meeting of the Industry Council or any other committee or if at any meeting the Chairperson , although present, does not desire to act as Chairperson , the chair shall be taken by the Deputy Chairperson but should none of these officers be present, the meeting shall elect a Chairperson for the time being.

## SCHEDULE 5 – ELECTIONS

### 5.1 Board Elections

A person is only eligible for election to become a Director if:

- (a) they are:
  - (i) a Member; or
  - (ii) an employee of a Member and authorised by that Member to be a director of the Association;
  - (iii) a director of a Member that is a corporation; or
  - (iv) a partner of a Member that is a partnership; and
- (b) such member has been a full financial member of the Association for at least twelve (12) months;
- (c) they are not disqualified under section 30 or 40 of the Act; and
- (d) the person's nomination is accompanied by a statutory declaration made by the nominee declaring that:
  - (i) to the best of their knowledge and belief, they have not been involved in any activities which constitute a breach of the Code of Conduct or could materially interfere with their ability to act in the best interests of the Association; and
  - (ii) to the best of their knowledge and belief, they are free from any interest or relationship which could materially interfere with their ability to act in the best interests of the Association.

5.2 Subject to clause 5.1, any financial member may sign and lodge a notice of candidature to the Public Officer at least fourteen (14) days before the Annual General Meeting, signed by at least two other Members. The Public Officer shall include the names of all candidates so nominated in the notice of the Annual General Meeting.

- 5.3
- (a) Directors shall serve a two-year rotational term and be eligible for re-election at the next Annual General Meeting which occurs at the conclusion of the two-year term. The word 'term' means the period from the date of election to the date of the election following in two years' time.
  - (b) One of the six elected Director Positions shall be reserved for a person who ordinarily resides in or within 50 kilometres of Alice Springs (and who must also fulfil all other criteria for directorship pursuant to this Constitution) (defined for the purposes of the Constitution as the "Alice Springs Director"). For the avoidance of doubt, the remaining elected and appointed directors may reside anywhere in the Territory including Alice Springs and this clause does not limit the ability for more than one Alice Springs based director to hold office. In the event that an elected Alice Springs Director ceases to ordinarily reside in or within 50 kilometres of Alice Springs they shall be deemed to have resigned, and their position may be filled as a casual vacancy.
  - (c) At each Annual General Meeting, three of the six elected Director positions will be available for nomination. Every second year this shall comprise of the Alice Springs Director and two other directors.

5.4 If only the required number of nominations to fill the elected Director positions is received, the President shall promptly declare the person or persons so nominated elected unopposed to the office for which they were nominated.

5.5 If more than the number of nominations required to fill the three elected Director positions is received, an election shall take place by postal or electronic ballot of members as set out below. The Returning Officer shall: -

- (a) inspect the candidate nominations and determine to their reasonable satisfaction, that such nominations are valid; and
- (b) permit any duly nominated candidate to appoint any financial member (or representative thereof) as their scrutineer to represent them at the election.

5.6 In the event of a postal vote, the Returning Officer shall:

- (i) provide or arrange provision of ballot papers for each Member. The ballot papers must list the names of the nominated candidates in alphabetical order. One ballot paper may contain provision for voting in respect of more than one election.
- (ii) Within fourteen (14) days of the date of the meeting forward by post to each financial member of the Association one (1) ballot paper which the Returning Officer shall have previously initialled for each such election together with an envelope marked "Ballot Paper" suitable for containing ballot papers and not disclosing otherwise any identification and supply therewith to each such member or Board member an envelope addressed to the Returning Officer at the address arranged by the Returning Officer for the return of the ballot papers as provided in paragraph (d) hereof.
- (iii) With such ballot papers the Returning Officer shall forward to each financial member a notification: -
  - (i) of the closing time and date for the receipt of returned ballot papers which shall be between seven (7) and ten (10) days after the posting of the last of such ballot papers);
  - (ii) that the voting is to be conducted by marking the ballot paper with a tick next to the name of each candidate for whom the member desires to vote;
  - (iii) that a voting member may not vote for more candidates than there are positions to be filled; and
  - (iv) that any vote cast in contravention of (c) above shall not be counted and shall be deemed invalid.
- (iv) Hire or otherwise arrange for a post office box or other post office receptacle to which ballot papers may be forwarded to the Returning Officer and arrange as far as possible that such box or receptacle shall not be available to be opened nor be opened by any person other than the Returning Officer.
- (v) At the closing time on the closing date the Returning Officer shall collect the envelopes containing the ballot papers and check the same to ensure that no votes are cast except by Members entitled to vote and that no Member casts more votes than they are entitled to cast and shall then remove the sealed envelope containing the ballot papers and open the same. The Returning Officer shall then mix the ballot papers so that they are not able to be identified.
- (vi) Admit the ballot papers properly marked and count the votes thereon indicated.
- (vii) In the case of a tie between candidates, draw lots to determine the winner.
- (viii) Immediately following the conclusion of the count advise the Secretary by letter the names of the person declared by the Returning Officer to be elected.
- (ix) No member shall mark a ballot paper or the envelope immediately containing the same with the Company name or otherwise publish or disclose the member's identity thereon or therein but shall identify the company name on the external envelope containing the envelope within which is the ballot paper.

5.7 In the event of an electronic vote, the Returning Officer shall: -

- (a) provide an interactive copy of the ballot paper in a secure online system to facilitate voting by electronic means and make available to Members all information reasonably necessary to facilitate voting by electronic means.

- (b) The online system must ensure that a Member cannot vote by electronic means more than once in the election.
  - (c) A Member who votes by electronic means must ensure that their vote is submitted to the Returning Officer in accordance with any instructions given for voting by electronic means.
  - (d) The Returning Officer must cause all votes received by electronic means to be recorded in such a way that they cannot subsequently be identified with any particular member.
- 5.8 If a Member lodges both a vote by post and a vote by electronic means, then the Returning Officer must:
- (i) if one of the votes is informal, accept the formal vote; and
  - (ii) if both votes are formal, accept the vote received first.
- 5.9 No member shall mark a ballot paper or the envelope immediately containing the same with the Company name or otherwise publish or disclose the member's identity thereon or therein but shall identify the company name on the external envelope containing the envelope within which is the ballot paper.
- 5.10 In the event of an anomaly in determining which three Directors' terms are ongoing and which three Directors' terms are open for election, that anomaly may be resolved by resolution of the Board prior to the relevant Annual General Meeting.

#### **5.11 Election of Office Bearers:**

- (a) No sooner than 7 days and no later than 21 days after the Annual General Meeting, a Board meeting will take place at which the following office bearers will be elected from amongst the members of the Board. The Public Officer shall call for nominations for President, who will then call for nominations for the positions of Vice President Finance and such other Vice Presidents as may be required from time to time.
- (b)
  - (i) The President shall be elected annually and shall hold office for a term of one year and retire at the next meeting at which an election of office bearers is conducted.
  - (ii) The President shall be eligible for re-election provided that the President may only serve and be re-elected as President for a maximum of six consecutive terms and shall not be eligible to nominate for re-election as President at the conclusion of their sixth consecutive term in office.
  - (iii) At the completion of serving the maximum of six consecutive years a President may stand for re-election for the position of President provided that a period of one year has elapsed from the date when the past President ceased to hold the position of President.
  - (iv) In this clause the word "term" shall mean one year being from the date of election to the date of the next election following.
- (c) If only the required number of nominations to fill any office or offices on the Board is received, the Public Officer shall declare the persons so nominated elected unopposed to the office for which they were nominated.
- (d) If more than the number of nominations required to fill any office is received, then the Public Officer shall conduct a secret ballot to decide the holder of each office or offices.

#### **5.12 Executive Committee**

The Board may nominate up to 5 (five) Directors including the President, Deputy President and Vice President Finance who shall constitute the Executive Committee.

#### **5.13 Appointment of Additional Directors**

- (a) The Board may by majority resolution, from time to time, appoint up to four people as additional directors for any purpose.
- (b) A director appointed under sub clause (a) shall hold office continuously at the pleasure of the Board, who may revoke the appointment (by majority resolution) at any time. For the avoidance of doubt, the provisions of clause 5.1 of this Schedule 5 do not apply to a director appointed under sub clause (a).
- (c) A director appointed under sub clause (a) has the same powers as a director elected under Clause 5.1 but must abstain from voting on a resolution regarding the revocation of their appointment.

#### **5.14 Scrutineers**

- (a) All scrutineers shall, in the case of all elections, be entitled to:
  - (i) inspect the nomination forms and observe the form and distribution of ballot papers,
  - (ii) collect ballot papers,
  - (iii) check votes,
  - (iv) admit and count votes,
  - (v) conduct the determination of the election by lot and,
  - (vi) declare the ballot.
- (b) In every case it shall be the right and the duty of the scrutineer to observe any act performed or directed by the Returning Officer which may affect the result of the election and the Returning Officer shall take all reasonable steps by notification or otherwise to enable each scrutineer to exercise this right.
- (c) No election shall be invalidated by reason that a scrutineer does not exercise all or any of such rights where there is reasonable opportunity to do so.
- (d) A scrutineer shall direct the attention of the Returning Officer to any irregularity detected whether in:
  - (i) the nomination forms,
  - (ii) the form of distribution of ballot papers,
  - (iii) the admission of the right of any person to vote,
  - (iv) the admission or counting of ballot papers,
  - (v) or in respect of any other matter to be observed or done under these Rules in connection with elections.
- (e) A scrutineer shall do all things necessary so that the conduct of an election conforms to these Rules and so that the secrecy of the Ballot is observed.

#### **5.15 Casual Vacancies**

- (a) Subject to clause 5.1 of this Schedule, any casual vacancy in the office of President, Vice President, and any other casual vacancy in the office of an elected member of the Board (including a vacancy resulting from the filling of a casual vacancy in the office bearers) shall be filled by an election by members of the Board. The person so elected shall hold office for the balance of the term of the outgoing member at which time that person shall be eligible for re-election.
- (b) The President shall call for nominations from the Directors. Any Director may in writing and subject to this Schedule nominate any person to fill the vacancy, provided that the candidate also signs the nomination. All nominations shall be in writing and put to the Board for the next meeting following the creation of such vacancy. The Board shall then elect the candidate who shall fill the vacancy by ballot in accordance with Sub-Clause 5.11.

- (c) In the event of a casual vacancy in the position of the Alice Springs Director, that vacancy may only be filled by a person satisfying the residency requirements of the Alice Springs Director position set out in clause 5.3 above, and otherwise in accordance with this clause.

## SCHEDULE 6 - GENERAL MEETINGS

### 6.1 Notice of meetings and special resolutions

The Public Officer must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

### 6.2 Meetings of Members

- (a) The Annual General Meeting of the Association shall be held annually as directed by the Board (but within five months of issuing the Annual Report in accordance with Clause 41.
- (b) Directors and Auditors shall be elected at the Annual General Meeting any business which has been notified to the Board shall be addressed at that meeting. General Meetings may also be held at such other times as the Board of Directors may direct.
- (c) Special General Meetings of the Association shall be held from time to time as may be directed by the Board or upon the request in writing of twenty (20) members of the Association.
- (d) In the event, that, the Board is unable or unwilling to resolve a matter of serious concern to the Association, the Board may refer resolution of that matter to an Extraordinary General Meeting.
- (e) The matter in dispute shall be the only matter of business which may be decided by the Members at such meeting. The motion shall be decided by a simple majority of the Members.
  - (i) The motion once resolved by such meeting shall become binding on the Association.
  - (ii) The rules for the notification and procedure of such meeting shall be the same as for a Special General Meeting except where such rules conflict with those stated, specifically in this clause.
- (f) Unless otherwise specified by this Constitution, at least thirty (30) clear days' notice in writing shall be given to each member entitled to attend a meeting. Such notice shall specify the place, day, and the hour of the meeting.
- (g) Notices of meeting shall be forwarded by or on behalf of the Public Officer and shall be served upon all members entitled to attend, either personally or by sending it by post, facsimile transmission or email to the member's details appearing on the register of members.
- (h) The accidental omission to give notice of the meeting to, or the non-receipt of notice of the meeting by, any members, shall not invalidate the proceedings at any meeting.
- (i) No business shall be transacted at any meeting unless a quorum of members is present at the time when the meeting proceeds to business except as herein otherwise provided.
- (j) If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of numbers, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place and half an hour from the time appointed for the meeting, the members present shall form a quorum.
- (k) The President, or (in the President's absence) one of the Vice Presidents shall preside at all Annual and Special General Meetings of the Association. If at any such meeting the President or an elected Vice President is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is unwilling to act as President, the full members present shall choose someone of their number to be President.
- (l) At any meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of results of the show of hands) demanded by:
  - (i) at least three (3) Members; or
  - (ii) the President.
- (m) If a poll is duly demanded, it shall be taken in such manner as the President directs.

- (n) In the case of an equality of votes, whether on a show of hands or on a poll, the President of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
- (o) A poll demanded on the election of a President or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken at such time during the meeting as the President of the meeting directs.
- (p) On a show of hands every full member present (either in person or by use of any technology that reasonably allows the Member to hear and take part in discussions as they happen) or by his duly appointed representative as herein provided shall have one (1) vote.

### **6.3 Representatives**

A Member which is a firm, company, or other incorporated body, may by notice in writing, appoint a representative to act for that member in meetings referred to in Clause 6.1 of this Schedule. That Member may by notice in writing remove any such representative and appoint another in their place.