

DARWIN DRESSAGE CLUB INC



CONSTITUTION

(As adopted at the Annual General Meeting on 24 October 2006)

DARWIN DRESSAGE CLUB INC

CONSTITUTION

(As adopted at the AGM on 24 October 2006)

INDEX

SUBJECT	PAGE NO
Index	2-4
PART 1 - PRELIMINARY	
1. Name	5
2. Objects and Purposes	5
3. Minimum number of Members	5
4. Definitions	5
PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION	
5. Powers of Association	6
6. Effect of Constitution	7
7. Inconsistency between Constitution and Act	7
8. Altering the Constitution	7
9. Indemnity	7
PART 3 – MEMBERS	
Division 1 - Membership	7
10. Class of Members	7
11. Definition of Membership	7
12. Application for Membership	8
13. Joining Fee	8
14. Annual membership Fee	8
Division 2 – Rights of Members	8
15. General	8
16. Voting	9
17. Notice of Meetings and Special Resolutions	9
18. Access to Information on Association	9
19. Raising Grievances and Complaints	9
Division 3 – Termination, Death, Suspension and Expulsion	9
20. Termination of Membership	9
21. Death of Member or Whereabouts Unknown	9
22. Suspension or Expulsion of Member	10
23. Appeals against Suspension or Expulsion	10

SUBJECT	PAGE NO
PART 4 – COMMITTEE	
Division 1 – General	11
24. Role and Powers	11
25. Composition of Committee	11
26. Composition of Committee of Management	11
27. Delegation	12
Division 2 – Tenure of Office	12
28. Eligibility of Committee Members	12
29. Nominations for Election to Committee	12
30. Retirement of Committee Members	12
31. Election by Default	13
32. Election by Ballot	13
33. Vacating Office	13
34. Removal of Committee Member	13
35. Filling Casual Vacancy on Committee	14
Division 3 – Duties of Committee Members	14
36. Collective Responsibility of Committee	14
37. President and Vice-President	14
38. Secretary	14
39. Treasurer	15
40. Public Officer	15
PART 5 – MEETINGS OF THE COMMITTEE	
41. Frequency and Calling of Meetings	15
42. Voting and Decision Making	16
43. Quorum	16
44. Procedure and Order of Business	16
45. Disclosure of Interest	16
PART 6 – GENERAL MEETINGS	
46. Convening General Meetings	16
47. Special General Meetings	17
48. Annual General Meeting	17
49. Special Resolutions	18
50. Notice of Meetings	18
51. Quorum at General Meetings	19
52. Lack of Quorum	19
53. Voting	19
54. Proxies	20

SUBJECT		PAGE NO
PART 7 – FINANCIAL MANAGEMENT		
55.	Financial Year	20
56.	Funds and Accounts	20
57.	Accounts and Audits	20
PART 8 – GRIEVANCE AND DISPUTES		
58.	Grievance and Disputes Procedures	20
PART 9 – MISCELLANEOUS		
59.	Common Seal	21
60.	Distribution of Surplus Assets on Winding Up	22

PART 1 – PRELIMINARY

1. Name

The name of the incorporated association ("the Association") is DARWIN DRESSAGE CLUB INCORPORATED.

2. Objects and Purposes

The objects and purposes of the Association are as follows:

- a) To encourage and promote Dressage.
- b) To organise, advise on and promote dressage competitions.
- c) To train and select competent Dressage Judges and instructors.
- d) To set and maintain uniform standards of training and judging.
- e) To purchase, take on lease or in exchange or on hire or otherwise acquire, hold, mortgage and dispose of any real or personal property and any rights and privileges which the Association shall think necessary or expedient for the purpose of attaining the objects of the Association or any of them, or promoting the interests of the Association or its members.
- f) To raise money by way of subscriptions, levies, raffles or any other lawful means, and to grant rights and privileges to subscribers.
- g) To provide facilities for its members.
- h) To promote the social life of the Association and to supply refreshments of any kind to members and their guests.
- i) To do all such other lawful things as are incidental or conducive to or necessary for the attainment of the above objects or any of them.

3. Minimum Number of Members

The Association must have at least five (5) 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 elected Committee of the Association;

“committee meeting” means a meeting of those elected pursuant to clause 24;

"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

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

“general resolution” – means a resolution that has been made at a meeting without prior notice having been made where a majority vote is required.

“management committee” means the committee with authority to conduct urgent business in between committee meetings;

"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.

PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION

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 –
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on the terms and in the manner it considers appropriate;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.
 - (h) may make and adopt rules not inconsistent with the Constitution embodying additional provisions for the government of the Association which may be deemed necessary.
 - (i) Power to affiliate, by special resolution with anybody with like interests within the Northern Territory of Australia, any of the states of the Commonwealth of Australia, or in any overseas country, provided that a three quarters majority of the general meeting are in favour of such affiliation. When such affiliation requires each member to pay an additional subscription, the Association may enforce the collection of such subscription from each member. Should a member fail to pay the affiliation fee, they will cease to be a financial member of the Association, and will forfeit all the rights and privileges enjoyed by a member.

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

The Association may alter this Constitution by special resolution but not otherwise.

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

9. Indemnity

- (1) The Association shall not be legally responsible for or hold itself liable for accident, injury or damage occurring at the Association's Shows or other functions to any horse, rider, person or thing.
- (2) Every Officer of the Association shall be indemnified and held indemnified out of the assets of the Association against all claims, losses, suits and demands at whatever instance in respect of anything done or omitted by such officer in the bona fide exercise of his duty as an Officer of the Association.

PART 3 – MEMBERS

Division 1 – Membership

10. Class of Members

There shall be the following class of members:

- (a) Senior Members
- (b) Junior Members
- (c) Family Members
- (d) Honorary Life Members
- (e) Day Members

11. Definitions of Membership

- (a) A Senior Member is a member who is not a life member and who has reached or passed the 1st of January of the year in which they turned eighteen.
- (b) A Junior Member is a member who has not reached the 1st of January of the year in which they turn eighteen.
- (c) A Family Member covers parents and any number of dependant children of the same family

- (d) A Honorary Life Member is a member who has rendered special service to the Association and may be elected as an Honorary Life Member by the Committee. They shall have all the rights and privileges of a Senior Member without payment of any further membership subscription, but may be required to pay certain annual levies (eg insurance) and shall be bound by this Constitution and any rules and regulations of the Association.
- (e) A Day Member is a person who can join as a day member to compete in a maximum of two (2) events during a membership year. A Day Member has no voting rights.

12. Application for Membership

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

- (a) submit a written application for membership to the Committee –
 - (i) in a form approved by the Committee; and
 - (ii) pay the prescribed fee including, but not limited to, joining fee, insurance levy, grounds fee and other fees from time to time determined by the annual general meeting. Upon receipt of these the person becomes a member for all types of membership.
 - (iii) signed by the person and guardian if applicant is under 18 years of age.

13. Joining Fee

- (1) A person who has not been a member in the preceding 12 months will be required to pay a joining fee in addition to membership fees.
- (2) The joining fee is determined from time to time by resolution at the annual general meeting.

14. Annual Membership Fees

The annual membership fee is the amount determined from time to time by resolution at the annual general meeting.

- (1) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Committee from time to time.
- (2) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Committee determines otherwise.

Division 2 – Rights of Members

15. General

- (1) Subject to clause 14(2), 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 –

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on the cessation of membership whether by death, resignation or otherwise.

16. Voting

- (1) Day members do not have any voting rights.
- (2) Subject to subclause (1) and clause 18, each member over the age of 12 years of age has one vote at any general meetings of the Association.

17. Notice of Meetings and Special Resolutions

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

18. 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;
- (c) annual reports and annual financial reports.

19. 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.

Division 3 – Termination, death, suspension and expulsion

20. Termination of Membership

Membership of the Association may be terminated by –

- (a) a notice of resignation addressed and posted to the Association or given personally to the Secretary or another committee member;
- (b) non-payment of membership fee within the time allowed under clause 12(3); or
- (c) expulsion in accordance with this Division.

21. 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.

22. Suspension or Expulsion of Members

- (1) If the 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 –

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
 - (b) be given to the member not less than 30 days before the date of the committee meeting referred to in paragraph (a)(i).
- (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

23. 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 30 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 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 Committee to suspend or expel him or her is confirmed by a resolution of the members.

PART 4 –COMMITTEES

Division 1 – General

24. Role and Powers

- (1) The business of the Association must be managed by or under the direction of a 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 staff.
- (4) The Committee may establish one or more subcommittees consisting of the members of the Association the Committee considers appropriate.
- (5) The Committee will be responsible for the appointment of an Auditor subject to the following restrictions:
 - (a) is not a family member, including partner/spouse, of any member of the Committee.

25. Composition of Committee

- (1) The Committee consists of –
 - (a) a President
 - (b) a Vice-President
 - (c) a Secretary
 - (d) a Treasurer;
 - (e) up to six (6) Senior members; and
 - (f) up to two (2) Junior members.
- (2) Unless elected directly as a separate office holder, the Committee must appoint one committee member to be the Association's Public Officer.

26. Composition of Committee of Management

Between Committee meetings the affairs of the Association and its day-to-day running shall be at the absolute discretion of the Committee vested in any three (3) or more Committee members who shall be called the Committee of Management provided that the President or Vice President and the Secretary or Treasurer shall be two (2) of the members of the Committee

27. Delegation

The Committee may delegate to a subcommittee comprised of any members or staff any of its powers and functions other than –

this power of delegation; or

a duty imposed on the Committee by the Act or any other law.

- (1) The delegation must be in writing or detailed in the committee minutes of the meeting and may be subject to the conditions and limitations the Committee considers appropriate.
- (2) The Committee may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of Office

28. Eligibility of Committee Members

- (1) A committee member must be a member who is 12 years or over
- (2) Committee members must be elected to the Committee at an annual general meeting or appointed under clause 33.

29. Nominations for Election to Committee

- (1) A member is not eligible for election to the Committee unless the Secretary receives an emailed or 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 or emailed 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.
- (4) Nominations will also be called from the floor of the meeting.

30. Retirement of Committee Members

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.

- (1) Subject to subclause (3), at an annual general meeting the office of each committee member becomes vacant and elections for a new Committee must be held.
- (2) The President of the outgoing Committee must preside at the annual general meeting until a new member is elected as President.

- (3) Members may serve consecutive terms on the Committee unless otherwise provided in the Schedule.

31. Election by Default

- (1) If the number of persons nominated for election to the Committee under clause 27 does not exceed the number of vacancies to be filled, the President must declare the persons to be duly elected as members of the Committee at the annual general meeting.
- (2) If vacancies remain on the 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 President must declare those persons to be duly elected as members of the 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 Committee in accordance with clause 33.

32. Election by Ballot

- (1) If the number of nominations exceeds the number of vacancies on the 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 President to be duly elected as members of the Committee.

33. Vacating Office

The office of a committee member becomes vacant if the member –

- (a) is disqualified from being a committee member under section 30 or 40 of the Act;
- (b) resigns by giving written notice to the Committee;
- (c) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
- (d) ceases to be a resident of the Territory; or
- (e) ceases to be a member of the Association;

34. 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.

35. Filling Casual Vacancy on Committee

- (1) If a vacancy remains on the Committee after the application of clause 29 or if the office of a committee member becomes vacant under clause 31, the 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.

Division 3 – Duties of Committee Members

36. Collective Responsibility of Committee

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

37. President and Vice-President

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

38. Secretary

The Secretary must –

- (a) coordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act;
- (c) maintain the register of members in accordance with section 34 of the Act;
- (d) 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
- (e) perform any other duties imposed by this Constitution on the Secretary.
- (f) With the committee's approval, may, in accordance with Clause 25 (delegation), delegate their duties to another committee member or another member.

39. Treasurer

- (1) The Treasurer must –
 - (a) either directly receive monies paid to or received by the Association and issue receipts for those moneys in the name of the association when necessary, or indirectly receive monies paid directly into the bank account of the association via electronic funds transfer and receipt these as necessary.
 - (b) pay all monies received into the account of the Association within 5 working days after receipt or as soon as practicable thereafter;
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) 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 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) Unless excused from the task by the President, the Treasurer must submit to the Committee a statement of the Association's current financial situation in the form of a current bank reconciliation, profit and loss statement and balance sheet or in another form if so directed by the committee.
- (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.

40. 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.

PART 5 – MEETINGS OF COMMITTEE

41. Frequency and Calling of Meetings

- (1) The Committee must meet together for the conduct of business not less than 4 times in each financial year unless otherwise provided in the Schedule.
- (2) The President, or at least half the committee members, may at any time convene a special meeting of the Committee.

42. Voting and Decision Making

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

43. Quorum

For a committee meeting, a quorum shall comprise of at least three (3) senior members of the committee.

44. Procedure and Order of Business

- (1) The procedure to be followed at a committee meeting must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

45. 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) Without in anyway lessening the personal responsibility of that member, the President must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

PART 6 – GENERAL MEETINGS

46. Convening General Meetings

- (1) The Association must hold the annual general meetings within 5 months after the end of the Association's financial year.
- (2) The 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.

- (4) The 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.
 - (d) only the business for which the meeting is convened may be considered.

47. Special General Meetings

- (1) A special general meeting may be called at any time by the President, Vice President or by requisition of any five (5) members of the Association.
- (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 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 (30???) 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) Only the business for which the meeting is convened may be considered at a special meeting.

48. Annual General Meeting

- (1) The Secretary must give to all members not less than twenty one (21) days notice of an annual general meeting.
- (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 Secretary must, where practicable and not less than 14 days before the annual general meeting, circulate a copy of the audited statement of accounts of the Association to the members.
- (4) The order of business for each annual general meeting is as follows:
 - (a) confirmation of minutes of previous annual general meeting and any business arising.
 - (b) the consideration of the accounts and reports of the Committee including:
 - i) the audited statement of the association's accounts in relation to the last financial year of the association;
 - ii) a copy of the auditor's report to the association in relation to the association's accounts for that financial year;
 - iii) a report signed by 2 members of the committee stating –
 - the name of each member of the committee of the association during the last financial year of the association and, if different, at the date of the report;
 - the principal activities of the association during the last financial year and any significant change in the nature of those activities that occurred during that financial year; and
 - the net profit or loss of the association for the last financial year.
 - (c) the election of committee members;
 - (d) determine the joining and membership fees for the various categories of memberships for the next calendar year; and
 - (e) any other business requiring consideration by the Association at the meeting provided that due notice of the business to be discussed has been given within 14 days of the scheduled meeting
 - (f) Only the business for which the meeting is convened may be considered.

49. 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.

50. 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; or

- (c) by e-mailing it to a member to an address as previously advised by the member to the Association.
- (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.

51. Quorum at General Meetings

At a general meeting, a quorum shall comprise five (5) of the senior financial members.

52. 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 a date, time and venue to be determined but such date to be within 30 days of the adjourned meeting. Members are to be given at least seven (7) days notice of the details of the re-convened annual general meeting.
 - (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 President 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.

53. Voting

- (1) 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.
- (c) A poll may be demanded by the President or by 3 or more members present in person or by proxy.

- (2) If demanded, a poll must be taken immediately and in the manner the President directs.

54. Proxies

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

PART 7 – FINANCIAL MANAGEMENT

55. Financial Year

The financial year of the Association is specified in the Schedule.

56. 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 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 committee members.
- (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 Committee, the Treasurer may maintain a cash float.-

57. Accounts and Audits

The responsibility of the 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.

PART 8 – GRIEVANCE AND DISPUTES

58. 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 21 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.

PART 9 – MISCELLANEOUS

59. Common Seal

- (1) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Secretary.
- (2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
 - (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer.

- (3) The common seal of the Association must be kept in the custody of the Secretary or another person the Committee from time to time decides.

60. 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; and
 - (c) is determined by resolution of the members.