

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

Name of public officer

Robyn Lacey

Made on (date)

13 December 2023

Before me

[Signature]

(signature of witness on statutory declaration)

Constitution of Women in Thoroughbred Racing NT Incorporated

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Part 1 – Preliminary

1. Name

The name of the incorporated association is Women in Thoroughbred Racing NT Incorporated ("the Association").

2. Objects and purposes

The objects and purposes of the Association are as follows:

- (1) To maintain and conduct an Association of non-political character that provides a social network for its members.
- (2) To support and promote women participants in the sport and industry of thoroughbred racing.
- (3) To advocate for Northern Territory women in thoroughbred racing.
- (4) To promote and foster the ongoing inclusion of women in all facets of the sport and industry of thoroughbred racing throughout the Northern Territory.
- (5) To engage, participate, and provide opportunities in ways that promote awareness and foster education, training, sponsorship, and any other activities regarding involvement of women in the sport and the industry of thoroughbred racing.
- (6) To do all such things as are incidental or necessary for the purpose of the above objects.

3. Minimum number of members

The Association must have at least twenty (20) members.

4. Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Act* and regulations made under that Act.

Committee means the Management Committee of the Association.

Day means working day.

financial institution means an ADI.

General meeting means a general meeting of members convened in accordance with clause 45.

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 46 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.
- (3) The Association must not distribute any income or assets directly or indirectly to its members, except as provided in subclause (4).
- (4) Subclause (3) does not stop the association from doing the following things, provided they are done in good faith:
 - (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the association, or
 - (b) making a payment to a member in carrying out the association's purposes, with prior approval from the Committee.

6. Effect of Constitution

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

7. Inconsistency between Constitution and Act

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

8. Altering the Constitution

- (1) The Association may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

Part 3 – Members

Division 1 – Membership and Register of Members

9. Register of members

- (1) The association must establish and maintain a register of members.

- (2) The register of members must be kept by the Secretary and must contain the members:
- (a) Name;
 - (b) Address (either postal or electronic) and an alternative address nominated by the member for the service of notices, and
 - (c) Date the member was entered on to the register and the date the member ceased to be a member.

10. Categories of Membership

The Association will have the following categories of membership:

(1) Full Member

A Full Member has full rights and privileges as a member of the Association and will be entitled to a vote and hold any office in the Association.

Full Membership includes the following sub-classes of membership:

- (a) Individual member
 - (i) An Individual member means a person who, upon appropriate application and on payment of the prescribed fees, is a person accepted by the Committee as an Individual member.
- (b) Industry participant member
 - (i) An Individual member may be eligible to be recognised as an Industry participant member if they are a current registered industry participant with a formal industry body such as Thoroughbred Racing NT (TRNT), or any state or/and territory equivalent, who upon application and payment of the prescribed fees, is a person accepted by the Committee as an Industry participant member.
- (c) Corporate/Sponsor member
 - (i) An Individual member may be eligible to be recognised as a Sponsor/Corporate member upon his or her organisation entering into a sponsorship agreement with the Association, and is a person accepted by the Committee as a Corporate/Sponsor member.
- (d) Life Member
 - (i) Life Membership is available to recognise the distinguished and exceptional contribution of individuals to WTRNT. It is therefore only to be awarded for this level of contribution. The length of WTRNT financial membership where the distinguished and exceptional service has occurred should be at least seven (7) years.
 - (ii) Life Members shall have all the rights and privileges of a Full Member without the payment of membership fees.
 - (iii) A nomination for Life Membership can be proposed by any financial member and proposals should be submitted to all committee members for consideration and endorsement no later than two calendar months prior to an annual general meeting.

- (iv) If an existing committee member is the nominee that person must be disqualified from any deliberations on the nomination.
- (v) The nomination of a Life Member is then confirmed at the annual general meeting to elect the life membership (subject to clause 14(3)) on the recommendation of the committee. The nomination is confirmed on receiving a majority of votes in favour of the motion.

(2) Associate Members

(a) Junior Member

- (i) A Junior member means any person under the age of 18 years who, upon appropriate application, is a person accepted by the Committee as a Junior member.
- (ii) A Junior member is exempt from the payment of annual membership fees.

11. Application for membership

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

- (1) submit an application for membership to the Committee:
 - (a) in a form approved by the Committee; and
 - (b) authorised by the person; and
 - (c) agree to pay the membership fees in full upon notification of the membership being approved.

12. Approval of Committee

- (1) The Committee must consider any application made under clause 11 at the next available Committee meeting and must accept or reject the application at that meeting or the next.
 - (a) The Committee may consider applications made under clause 11 using electronic means between meetings, the decision of which must be recorded in the minutes of the next Committee meeting.
- (2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.
- (3) If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next Committee meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

13. Joining fee

- (1) The Committee may at any time in a calendar year require a joining fee to be paid upon submission of an application for membership once that application has been approved by the Committee.
- (2) The joining fee will not be more than 50% of the membership fee for that calendar year.

14. Annual membership fees

- (1) The annual membership fee is the amount determined from time to time by the Committee.
- (2) Each member must pay the annual membership fee to the Treasurer by the first day of each calendar year or another date determined by the Committee from time to time.
- (3) Membership for members joining during a calendar year will be pro-rata.
- (4) A member to be considered as a financial member must have paid the annual membership fee by the due date.
- (5) A member whose annual membership fee is not paid within 40 days 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 12(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. Rights and Privileges of Categories of Membership

- (1) Subject to clauses 14 and 23, a Full member of the Association has the following rights and privileges:
 - (a) such privileges and advantages of the Association may be determined by the Committee from time to time; and
 - (b) attend and vote at general meetings (including Annual General Meetings) of the Association; nominate for and be elected to hold office on the Committee;
 - (c) vote in the election of the Committee;
 - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (e) propose, second, or nominate any eligible member for any office of the Association;
 - (f) propose, second or nominate any eligible member for Life membership; and
 - (g) introduce guests to the Association.
- (2) Subject to clauses 14 and 23, an Associate Member of the Association has the following rights and privileges:
 - (a) such privileges and advantages of the Association as the Committee may determine from time to time; and
- (3) An Associate Member of the Association is not entitled to:
 - (a) attend or vote at general meetings (including Annual General Meetings) of the Association;

- (b) nominate for or be elected to the Committee;
- (c) vote in the election of the Committee;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second or nominate any eligible member for any office of the Association; or
- (f) propose, second or nominate any eligible member for Life membership.

17. Voting

- (1) Subject to subclause (2) and clause 10, each member has one vote at general meetings of the Association.
- (2) A member is not eligible to vote until 10 days after his or her application has been accepted.

18. 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.

19. Access to information on Association

The following must be available for inspection by members:

- (1) a copy of this Constitution;
- (2) minutes of General meetings;
- (3) annual reports and annual financial reports; and
- (4) the Register of Members.

20. 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

21. Termination of membership

Membership of the Association may be terminated by:

- (1) a notice of resignation addressed and posted to the Association or given personally to the Secretary or another Committee member;
- (2) non-payment of the annual membership fee within the time allowed under clause 14(3); or
- (3) expulsion in accordance with this Division.

22. 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.

23. 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:
 - (i) the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
 - (b) be given to the member not less than 10 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 24, 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.

24. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 23 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision.
- (2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the 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 – Management Committee

Division 1 – General

25. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Management Committee.
- (2) The Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (3) The Committee may appoint and remove staff.
- (4) The Committee may establish one or more sub-committees consisting of the members of the Association the Committee considers appropriate.

26. Composition of Committee

- (1) The Management Committee consists of:
 - (a) a Chairperson;
 - (b) a Vice-Chairperson;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) up to seven (7) full members.
- (2) Unless elected directly as a separate office holder, the Committee must appoint one Committee member to be the Association's public officer.

27. Delegation

- (1) The Committee may delegate to 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 Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) 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 18 years or over.
- (2) A Committee member must also meet the criteria provided in the Schedule.
- (3) Committee members must be elected to the Committee at an Annual General Meeting or appointed under clause 35.

29. Nominations for election to Committee

- (1) A member is not eligible for election to the Committee unless the Secretary receives a written nomination for that member by another member not less than 7 days before the date of the next Annual General meeting.
- (2) The nomination must in a form approved by the Committee and must be signed by:
 - (a) the nominator; and
 - (b) the nominee is 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 himself or herself for election or re-election; and
 - (b) vote for himself or herself.

30. Retirement of Committee members

- (1) A Committee member holds office until the next annual general meeting unless the member vacates the office under clause 33 or is removed under clause 34.
- (2) At each annual general meeting held the number of members required to fill vacancies on the Committee will be elected and will, subject to provisions in this Constitution relating to early retirement or removal of Committee members, hold office for three (3) years.
- (3) The Chairperson of the outgoing Committee must preside at the annual general meeting until a new member is elected as Chairperson.
- (4) Members may serve consecutive terms on the Committee unless otherwise provided in the Schedule.
- (5) The sequence of retirements under clause 30(2) to ensure rotational terms will be determined by the Committee. If the Committee cannot agree it will be determined by ballot.

31. Election by default

- (1) If the number of persons nominated for election to the Committee under clause 29 does not exceed the number of vacancies to be filled, the Chairperson 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 Chairperson 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 35.

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 immediately and, in a manner, determined from time to time by resolution at a general meeting.
- (3) The members chosen by ballot must be declared by the Chairperson to be duly elected as members of the Committee.

33. Vacating office

- (1) The office of a committee member becomes vacant if:
 - (a) the member:
 - (i) is disqualified from being a Committee member under section 30 or 40 of the Act;
 - (ii) resigns by giving written notice to the Committee;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health; and

- (iv) ceases to be a member of the Association;
- (b) the member is absent from more than:
 - (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year without tendering an apology to the Chairperson;
 - of which meetings the member received notice and the Committee has resolved to declare the office vacant; or
- (c) in any of the circumstances provided for by the Schedule.

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 the Committee seeks to suspend or expel a committee member under clause 23, subject to clause 50(2) that member is automatically suspended from the Committee from the date of the notice issued.
- (3) 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 33, the Committee may appoint any member of the Association to fill that vacancy, provided that the member is of a category of membership that is eligible to be elected to the Committee.
- (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. Chairperson and Vice-Chairperson

- (1) Subject to subclauses (2) and (3), the Chairperson must preside at all General meetings and Committee meetings.
- (2) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.
- (3) If the Chairperson and the Vice-Chairperson 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

- (1) 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 39(5) to be in the custody of the Treasurer; and
 - (e) perform any other duties imposed by this Constitution on the Secretary.

39. Treasurer

- (1) The Treasurer must:
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (b) pay all moneys received into the account of the Association within 5 days after receipt;
 - (c) make any payments authorised by the Committee or by a General meeting of the Association from the Association's funds; and
 - (d) ensure all transactions (electronic funds transfer, cheques, drafts, bills of exchange, promissory notes) and other negotiable instruments must be signed or approved in accordance with the schedule of delegations as approved 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) If directed to do so by the Chairperson, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
- (5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a General meeting.
- (6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

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 Management 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.
- (2) The Chairperson, or at least half the Committee members, may at any time convene a special meeting of the Committee.
- (3) A special meeting may be convened to deal with an appeal under clause 25.

42. Voting, decision making and using technology to conduct a meeting

- (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.
- (4) The Committee may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all the Committee members.

43. Quorum

For a committee meeting, four (4) Committee members constitutes a quorum.

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.
- (3) Only the business for which the meeting is convened may be considered at a Special 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) The Chairperson must ensure a Committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

Part 6 – General Meetings

46. Convening general meetings

- (1) The Association must hold all 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 23(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 47(1), convene a Special General meeting for the purpose specified in that request.
- (3) The association may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- (4) Anyone using this technology is taken to be present in person at the meeting.

47. Special General meetings

- (1) Half the number of members constituting a quorum for a General meeting may make a written request to the Committee for a special general meeting unless otherwise provided in the Schedule.
- (2) The request must:
- (a) state the purpose of the Special General meeting; and
 - (b) be signed by the members making the request.
- (3) If the Committee fails to convene a Special General meeting within the time allowed:
- (a) for clause 46(3)(b) – the appeal against the decision of the Committee is upheld; and
 - (b) for clause 46(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' 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.

48. Annual General meeting

- (1) The Secretary must give to all members not less than 14 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 order of business for each Annual General meeting is as follows:
- (a) First – the consideration of the accounts and reports of the Committee;
 - (b) Second – the election of new Committee members;

- (c) Third – any other business requiring consideration by the Association at the meeting, which will include appointing the external auditor for the financial year.

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 unless otherwise provided in the Schedule.
- (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) sending it by email to a member at the email address of the member recorded by the Association.
- (2) If a notice is sent by post under subclause (1)(b), or by email under subclause (1)(c), sending of the notice is taken to have been properly effected if the notice is addressed and posted or emailed to the member by ordinary prepaid mail or email.

51. Quorum at General meetings

At a General meeting, 10 members present in person or by proxy constitutes a quorum.

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 46(2)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
 - (b) for a meeting convened under clause 46(2)(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 46(2)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned General meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that General meeting as if a quorum were present.
- (3) The Chairperson may, with the consent of a General meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that General meeting from time to time and from place to place.
- (4) There must not be transacted at an adjourned General meeting any business other than business left unfinished or on the agenda at the time when the General meeting was adjourned.

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

53. Voting

- (1) Subject to clauses 10 and 16(2), each member present in person or by proxy at a General meeting is entitled to a deliberative vote.
- (2) At a General meeting:
 - (a) an ordinary Resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - (b) a Special Resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the Resolution.
- (3) A poll may be demanded by the Chairperson or by 3 or more members present in person or by proxy.
- (4) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

54. Proxies

- (1) A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any General meeting.
- (2) Proxies must be received by the Secretary no later than 24 hours before the date of the General meeting.

Part 7 – Financial Management

55. Financial year

The financial year of the Association is the period of 12 months ending on 31 December.

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 transactions (electronic funds transfer, cheques, drafts, bills of exchange, promissory notes) and other negotiable instruments must be signed or approved in accordance with the schedule of delegations as approved by the Committee.
- (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 provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

57. Accounts and audits

- (1) The responsibility of the Committee under clause 36(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 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) for a dispute between a member and another member – a person appointed by the Committee; or
 - (ii) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

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 Chairperson;
 - (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.

Schedule Part 1 – Replaceable Details

Clause	Description of clause	Default detail	Replacing detail
30(4)	Consecutive terms of Committee members	may serve consecutive terms	3
41(1)	Frequency of Committee meetings	at least 4 times each financial year	
43	Quorum for Committee meeting	half the Committee members	4
47(1)	Number of members who can request a Special General meeting	half the quorum of members for a General meeting	
48(1)	Notice of an Annual General meeting	at least 14 days	
49(2)	Notice of Special Resolution	at least 21 days	

*[If no entry is inserted in the column headed "Replacing detail", the "Default detail" applies. **Note:** Notice of an Annual General Meeting **must be at least 14 days (as a minimum)**, and Notice of Special Resolution **must be at least 21 days (as a minimum)**.]*

Schedule Part 2 – Additional Details

Eligibility of Committee members (clause 28)

In addition to the criterion specified in the Constitution a committee member must meet the following criteria:

Expected Standards of Behaviour for the Association Management Committee

1. **Conflict of Interest:** Committee members should avoid any conflict of interest that may arise between their personal interests and the interests of the association. They should disclose any potential conflicts of interest to the committee and abstain from voting on any matter where they have a conflict of interest.
2. **Confidentiality:** Committee members should maintain confidentiality regarding any sensitive information related to the association. They should not disclose any confidential information to any third party without prior approval from the committee.
3. **Diligence:** Committee members should perform their duties with diligence and care. They should attend all meetings, prepare for meetings, and participate in discussions actively.
4. **Compliance:** Committee members should comply with all applicable laws, regulations, and policies related to the association.
5. **Respect:** Committee members should treat other committee members, association members, and stakeholders with respect and dignity.
6. **Accountability:** Committee members should be accountable for their actions and decisions. They should be transparent in their dealings and provide accurate information to the committee.
7. **Solidarity:** Committee members should support one another in the endeavours agreed to by the Committee to ensure all Committee members are feeling supported by one another and are contributing fairly.

Vacating office (clause 33)

In addition to the circumstances specified in the Constitution, the office of a Committee Member becomes vacant if –

- (1) The member of the Committee breaches the Expected Standards of Behaviour of the Management Committee; is insolvent under administration or convicted of a fraud or dishonesty.
- (2) These and any other actions which are deemed by the Management Committee and/or members of the Association as bringing the Club into disrepute.