

**CONSTITUTION OF COUNCIL ON THE
AGEING (NORTHERN TERRITORY) INCORPORATED**

Regulation 2(1)

PART 1 – PRELIMINARY

1. Name

- (a) The association shall be known as "Council on the Ageing (Northern Territory) Incorporated", herein referred to as "the Council".
- (b) The office of the Council will be situated in Darwin, NT.

2. Vision Mission and Objectives

(a) Vision

The Council's vision embraces the shaping of a just, equitable and humane community in which indigenous people over 45 years and other people over 50 are enabled to contribute and grow to their fullest capacity, and have access, with dignity, to appropriate care and support.

(b) Mission

The Council's Mission is to empower indigenous people over 45 years and other people over 50, those who work with them, government and the community into achieving well-being and social justice for older people.

(c) Objectives

The Council's Objectives are:

- (i) To protect, promote and assist the interests and welfare of all senior Territorians and carers within the Northern Territory.
- (ii) To promote the positive contribution of senior Territorians to their well being and promote a more caring and just community.
- (iii) To promote policies, practices and services that advance the quality of life and justice for senior Territorians and that redress discrimination and disadvantage.
- (iv) To promote and carry out, or assist in promoting and carrying out, surveys, studies and research into matters relating to the needs of senior Territorians.
- (v) To provide advice to all levels of government, the private sector, community organisations and other groups on all matters of relevance to senior Territorians resident in the Northern Territory.
- (vi) To facilitate the formation of voluntary organisations that promote the interests, activity and welfare of senior Territorians.

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- (vii) To arrange and provide for, or cooperate in arranging and providing for, the holding of seminars and meetings which contribute to a positive community understanding of ageing.
- (viii) To undertake, develop and provide services designed to advance the objects of the Council.
- (ix) To develop links with, and assist, other organisations working to achieve similar objectives to those of the Council.
- (x) To participate as an active member of the Council on the Ageing movement throughout Australia.

3. Minimum number of members

The Council must have at least five members.

4. Definitions

In this Constitution, unless the contrary intention appears –

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

"**Board**" means the Management Committee of the Association;

"**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 45 of this Constitution;

"**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.

"**senior Territorian**" means an indigenous person 45 years and over and any other person 50 years and over.

PART 2 – CONSTITUTION AND POWERS OF THE COUNCIL

5. Powers of Council

- (a) For achieving its objects and purposes, the Council has the powers conferred by sections 11, 13 and 13A(2) of the Act.
- (b) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objectives, and in particular, may –
 - (i) acquire, hold and dispose of real or personal property;
 - (ii) open and operate accounts with financial institutions;

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- (iii) invest its money in any security in which trust monies may lawfully be invested;
- (iv) raise and borrow money on the terms and in the manner it considers appropriate;
- (v) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (vi) appoint agents to transact business on its behalf; and
- (vii) enter into any other contract it considers necessary or desirable.

6. Effect of Constitution

This Constitution binds every member and the Council to the same extent as if every member and the Council 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

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

PART 3 – MEMBERS

Division 1 – Membership

9. Membership

Individuals and organisations with a commitment to the Council's Mission and Objectives and who come within one or more of the following categories, shall be eligible to be full individual or corporate members of the Council;

- (a) Meet the definition of Senior Territorians.
- (b) Honorary Life Members, who shall be persons appointed by the Board for outstanding service to the Council;
- (c) Organisations whose members are predominantly Seniors, and who support the objectives of the Council. ;
- (d) Full individual members have:
 - (i) The right to vote in Council elections and at General Meetings of the Council;

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- (ii) The right to stand for election to, and to be appointed to, the Board;

10 Associate Membership

Individuals and organisations not eligible to be full members of the Council, shall be eligible to become associate members of the Council provided they support the Council's Mission and Objectives, and if they are;

- (a) Persons under fifty (50) years of age or;
- (b) A professional, industry or employee association; a corporation; a Government Department or statutory authority; a service club, recreational or social group; a religious order, charitable body or trust; a tertiary institution; or any other body. Any such organisation must have an interest in improving the well-being of older people.
- (c) Carers, who shall be persons who are direct carers of Seniors, and who are not official representatives of service provider organisations.
- (d) Service Provider Organisations, whose primary purpose is the provision of direct services which promote the well-being of Seniors, or organisations of such.
- (e) Local Government Authorities, which shall be Local Government Councils as created by the Local Government Act, 2008;
- (f) Associate members or their official representatives shall have such rights as shall be defined from time to time by the Board, and be eligible to be appointed to the Board.

11. Application for membership

To apply to become a member of the Council a person or organisation must –

- (a) submit a written application for membership to the Board –
 - (i) in a form approved by the Board; and
 - (ii) signed by the person or representative of the organisation

12. Approval of Board

- (a) The Board must consider any application made under clause 10 at the next available committee meeting and must accept or reject the application at that meeting or the next.
- (b) 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.

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- (c) If an applicant gives notice of an appeal against the rejection of his or her application, the Board must reconsider the application at the next committee meeting after receipt of the notice of appeal.
- (d) If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.

12.1 Joining fee

- (a) If an application for membership is approved by the Board, the applicant or organisation becomes a member on payment of the joining fee.
- (b) The joining fee is either –
 - (i) a pro rata annual fee based on the remaining part of the financial year; or
 - (ii) the amount determined from time to time by resolution at a general meeting.

13. Annual membership fees

- (a) The annual membership fee is the amount determined from time to time by resolution at a general meeting.
- (b) Each member and member organisation must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Board from time to time.
- (c) A member or organisation whose subscription is not paid within 3 months after the due date ceases to be a member unless the Board determines otherwise.

Division 2 – Rights of members

14. General

- (a) Subject to clause 14(b), a member or organisation may exercise the rights of membership when his or her, or the organisation's name is entered in the register of members.
- (b) A right of membership of the Council –
 - (i) is not capable of being transferred or transmitted to another person or organisation; and
 - (ii) terminates on the cessation of membership whether by death, resignation or otherwise.

15. Voting

- (a) Subject to sub clause (2) and clause 18, each member or member organisation has one vote at general meetings of the Council.
- (b) A member or organisation is not eligible to vote until 10 working days after his or her, or the organisation's application has been accepted.

16. 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.

17. Access to information on Council

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.

18. Raising grievances and complaints

- (a) A member may raise a grievance or complaint about a Board member, the Committee or another member of the Council.
- (b) The grievance or complaint must be dealt with by the procedures set out in Part 8.

19. Branches of the Council

- (a) Branches of the Council may be established in any population centre of the Northern Territory.
- (b) The name of the branch shall generally incorporate the title "Council on the Ageing (Northern Territory) Incorporated" or its abbreviated form, as well as the town or regional name of the branch.
- (c) All branches shall, as near as possible subscribe to the Council on the Ageing (Northern Territory) Incorporated Mission and Objectives as set down in this constitution.
- (d) All branches of the Council shall provide financial reports for all funds and incomes and expenditures in the name of Council on the Ageing (Northern Territory) Incorporated or its Branch.
- (e) All branches shall give advice of office bearers elected at branch Annual General Meetings, to the CEO of the Council.
- (f) All funding applications made on behalf of the Council or its branches, shall be conducted through the CEO of the Council.

Division 3 – Termination, death, suspension and expulsion

20. Termination of membership

Membership of the Council may be terminated by –

- (a) a notice of resignation addressed and posted to the Council or given personally to the Secretary or another Board member;
- (b) non-payment of the annual membership fee within the time allowed under clause 13 (c); 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 is unknown, the Board must cancel the member's membership.

22. Suspension or expulsion of members

If the Board considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Council, the Board must give notice of the proposed suspension or expulsion to the member.

- (a) The notice must 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
 - (iii) be given to the member not less than 30 days before the date of the Board meeting referred to in paragraph (a)(i).
- (b) At the meeting, the Board must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (c) The Board may suspend or expel or decline to suspend or expel the member from the Council and must give written notice of the decision and the reason for it to the member within 72 hours of the decision.
- (d) 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

- (a) A member who is suspended or expelled under clause 22 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Board's decision.
- (b) The appeal must be considered at a general meeting of the Council 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.

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- (c) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Board to suspend or expel the member.
- (d) The member is not suspended or does not cease to be a member until the decision of the Board to suspend or expel him or her is confirmed by a resolution of the members at the general meeting referred to in (3) above..

PART 4 – BOARD

Division 1 – General

24. Governance Role and powers

The COTA NT Board of Management is responsible for the good governance of the organisation. The Board consists of dedicated people with the diverse range of skills and backgrounds who bring a wealth of knowledge and experience in areas important to COTA's work and reputation.

- (a) The business of the Council must be managed by or under the direction of a Board.
- (b) The Board may exercise all the powers of the Council except those matters that the Act or this Constitution requires the Council to determine through a general meeting of members.
- (c) The Board may appoint and remove the CEO.
- (d) The Board may establish one or more subcommittees consisting of members or persons with specific expertise, as the Board considers appropriate.
- e) The relationship between the Board and management is through the CEO
- f) Outside and between Board meetings, the Chair is the Principal point of contact with management on behalf of the Board.
- g) The relationship between the Board and staff is through the CEO.

25. Composition of Board

- (a) The Board consists the following positions of which (a)(i – v) will make up the Executive Committee –
 - (i) a Chairperson;
 - (ii) a Vice-Chairperson;
 - (iii) a Secretary
 - (iv) Treasurer
 - (v) Public Officer and
 - (vi) A member representing the interests of each Branch
 - (vii) Between two and five other members of the Council.
 - (viii) Up to two members or persons with specific expertise may be appointed by the Board for a period determined by the Board (but no longer than 2 years.

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- (b) The role of Secretary is a support role to the Board and is a non voting appointment to the Board. The role of Secretary may be filled by the CEO .

26. Delegation

- (a) The Board may delegate to a subcommittee or staff any of its powers and functions other than –
 - (i) this power of delegation; or
 - (ii) a duty imposed on the Board by the Act or any other law.
- (b) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (c) The Board may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of office

27. Eligibility of Board members

- (a) A Board member must be a member.
- (b) A Board member must meet the following criteria:
 - (i) The person must not be an insolvent under administration or a disqualified person.
 - (ii) Must not have been convicted of an indictable offence within or outside the Territory, or an offence in connection with the promotion, formation or management of a body corporate, or an offence involving fraud or dishonesty punishable by imprisonment for not less than 3 months, or an offence against the Northern Territory of Australia Associations Act (2003), or a prescribed offence.
 - (iii) Board members must be elected at an annual general meeting or appointed under clause 34.

28. Nominations for election to the Board

- (a) A member is not eligible for election to the Board unless the Secretary receives a valid written nomination for that member by another member not later than ten (10) days before the commencement of the Annual General Meeting. Should there be no nominations received for a vacancy at the commencement of the meeting, nominations can be called from the floor of the meeting for that position.
- (b) The nomination must be signed by –
 - (i) the nominator and a seconder; and
 - (ii) the nominee to signify his or her willingness to stand for election.

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- (c) A person who is eligible for election or re-election under this clause may –
 - (i) propose or second himself or herself for election or re-election; and
 - (ii) vote for himself or herself.

29. Retirement of Board members

An elected Board member holds office for 2 years to the next but one annual general meeting unless the elected member vacates the office under clause 32 or is removed under clause 33. Appointed Board members are appointed for one year or as determined under S25(a)(viii).

30. Election by default

- (a) If the number of persons nominated for election to the Board under clause 28 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as members of the Board at the annual general meeting.
- (b) If vacancies remain on the Board after the declaration under sub clause (1), additional nominations of Board members may be accepted from the floor of the annual general meeting.
- (c) 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 Board.
- (d) 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 Board in accordance with clause 34.

31. Election by ballot

- (a) If the number of nominations exceeds the number of vacancies on the Board, ballots for those positions must be conducted.
- (b) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (c) The members chosen by ballot must be declared by the Chairperson to be duly elected as members of the Board.

32. Vacating office

The office of a Board member becomes vacant if –

- (a) the member –
 - (i) is disqualified from being a Board member under section 30 or 40 of the Act;

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- (ii) resigns by giving written notice to the Board;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iv) ceases to be a resident of the Territory; or
 - (v) ceases to be a member of the Council;
- (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

33. Removal of Board member

- (a) The Council, through a special general meeting of members, may remove any Board member before the member's term of office ends.
- (b) If a vacancy arises through removal under sub clause (1), an election must be held to fill the vacancy.

34. Filling casual vacancy on Board

- (a) If a vacancy remains on the Board after the application of clause 30 or if the office of a Board member becomes vacant under clause 32, the Board may appoint any member of the Council to fill that vacancy.
- (b) 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 Board members

35. Collective responsibility of Board

- (a) As soon as practicable after being elected to the Board, each Board member must become familiar with the Act and Regulations made under the Act.
- (b) The Board is collectively responsible for ensuring the Council complies with the Act and Regulations made under the Act.

36. Chairperson and Vice-Chairperson

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

37. Secretary

The Secretary must –

- (a) coordinate the correspondence of the Council;
- (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 Council, other than those required by clause 38(5) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

38. Treasurer

- (a) The Treasurer must –
 - (i) receive all moneys paid to or received by the Council and issue receipts for those moneys in the name of the Council;
 - (ii) pay all moneys received into the account of the Council within 5 working days after receipt;
 - (iii) make any payments authorised by the Board or by a general meeting of the Council from the Council's funds; and
 - (iv) ensure payments are authorised by him or her and at least one other Board member, or by any 2 other Board members or staff authorised by the Board.
- (b) The Treasurer must ensure the accounting records of the Council are kept in accordance with section 41 of the Act.
- (c) The Treasurer will present to the Board monthly and annual statement of accounts.

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- (d) If directed to do so by the Chairperson, the Treasurer must submit to the Board a report, balance sheet or financial statement in accordance with that direction.
- (e) The Treasurer will oversight the safe keeping and custody of all securities, books and documents of a financial nature and accounting records of the Council unless the members resolve otherwise at a general meeting.
- (f) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

39. Public officer

- (a) 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.
- (b) The public officer must keep a current copy of the Constitution of the Council.

PART 5 – MEETINGS OF BOARD

40. Frequency and calling of meetings

- (a) The Board must meet together for the conduct of business not less than 4 times in each financial year.
- (b) The Chairperson, or at least half the Board members, may at any time convene a special meeting of the Council.
- (c) A special meeting of Council may be convened to deal with an appeal under clause 23.

41. Voting and decision making

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

42. Quorum

For a Board meeting, three elected Board members constitute a quorum, at least one of whom must be the Chairperson, Vice Chairperson or Treasurer.

43. Procedure and order of business

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- (a) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (b) The order of business may be determined by the members present at the meeting.
- (c) Only the business for which the meeting is convened may be considered at a special meeting.

44. Disclosure of interest

- (a) A Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Council must disclose the nature and extent of the interest to the Board in accordance with section 31 of the Act.
- (b) The Secretary must record the disclosure in the minutes of the meeting.
- (c) 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

45. Convening general meetings

- (a) The Council must hold its first annual general meeting within 18 months after its incorporation.
- (b) The Council must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- (c) The Board –
 - (i) may at any time convene a special general meeting;
 - (ii) must, within 21 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
 - (iii) must, within 21 days after it receives a request under clause 46(1), convene a special general meeting for the purpose specified in that request.

46. Special general meetings

- (a) Half the number of members constituting a quorum for a general meeting may make a written request to the Board for a special general meeting.
- (b) The request must –
 - (i) state the purpose of the special general meeting; and

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- (ii) be signed by the members making the request.
- (c) If the Board fails to convene a special general meeting within the time allowed –
 - (i) for clause 45(3)(b) – the appeal against the decision of the Board is upheld; and
 - (ii) for clause 45(3)(c) – the members who made the request may convene a special general meeting as if they were the Board.
- (d) If a special general meeting is convened under sub clause (3)(b), the Council must meet any reasonable expenses of convening and holding the special general meeting.
- (e) The Secretary must give to all members not less than 21 days notice of a special general meeting.
- (f) The notice must specify –
 - (i) when and where the meeting is to be held; and
 - (ii) the particulars of and the order in which business is to be transacted.

47. Annual general meeting

- (a) The Secretary must give to all members not less than 30 days notice of an annual general meeting.
- (b) The notice must specify –
 - (i) when and where the meeting is to be held; and
 - (ii) the particulars of and the order in which business is to be transacted.
- (c) The order of business for each annual general meeting is as follows:
 - (i) first–the consideration of the accounts and reports of the Board;
 - (ii) second–the election of new Board members;
 - (iii) third–any other business requiring consideration by the Council at the meeting.

48. Special resolutions

- (a) A special resolution may be moved at any general meeting of the Council.
- (b) The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed.
- (c) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

49. Notice of meetings

- (a) The Secretary must give a notice under this Part by –
 - (i) serving it on a member personally; or
 - (ii) sending it by post or electronic means to a member at the address of the member appearing in the register of members.
- (b) If a notice is sent by post or electronic means under sub clause (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.
- (c) A Newspaper advertisement or notice board at Spillett House

50. Quorum at general meetings

At a general meeting, the quorum is at least 15 members eligible to vote.

51. Lack of quorum

- (a) If within 30 minutes after the time specified in the notice for the holding of a special or general meeting a quorum is not present –
 - (i) for an annual general meeting or special general meeting convened under clause 45(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
 - (ii) for a meeting convened under clause 45(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
 - (iii) for a meeting convened under clause 45(3)(c) – the meeting lapses.
- (b) If within 30 minutes after the time appointed by sub clause (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 special or general meeting as if a quorum were present.
- (c) The Chairperson may, with the consent of the meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that special or general meeting from time to time and from place to place.
- (d) There must not be transacted at an adjourned special or general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (e) If a special or 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.

52. Voting

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- (a) Subject to clauses 15(2), each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (b) At a special or general meeting –
 - (i) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - (ii) 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 Chairperson or by 3 or more members present in person or by proxy.
- (d) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

53. Proxies

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

PART 7 – FINANCIAL MANAGEMENT

54. Financial year

The financial year of the Council is the period of 12 months ending on June 30th.

55. Funds and accounts

- (a) The Council must open an account with a financial institution from which all expenditure of the Council is made and into which all of the Council's revenue is deposited.
- (b) Subject to any restrictions imposed by the Council at a general meeting, the Board may approve expenditure on behalf of the Council within the limits of the budget.
- (c) All cheques, drafts bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members or 1 Board member and the CEO.
- (d) All funds of the Council must be deposited into the financial account of the Council no later than 5 working days after receipt or as soon as practicable after that day.
- (e) With the approval of the Board, 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.

56. Accounts and audits

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- (a) The responsibility of the Board under clause 35(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 –
 - (i) the keeping of accounting records;
 - (ii) the preparation and presentation of the Council's annual statement of accounts; and
 - (iii) the auditing of the Council's accounts.

PART 8 – GRIEVANCE AND DISPUTES

57. Grievance and disputes procedures

- (a) This clause applies to disputes between –
 - (i) a member and another member; or
 - (ii) a member and the Board.
- (b) 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.
- (c) 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.
- (d) The mediator must be –
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement –
 - (I) for a dispute between a member and another member – a person appointed by the Board; or
 - (II) for a dispute between a member and the Board – a person who is a mediator appointed or employed by the department administering the Act.
 - (iii) A member of the Council can be a mediator.
 - (iv) The mediator cannot be a party to the dispute.
 - (v) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - (vi) The mediator, in conducting the mediation, must –
 - (vii) give the parties to the mediation process every opportunity to be heard;
 - (viii) allow due consideration by all parties of any written statement submitted by any party; and

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- (ix) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (x) The mediator must not determine the dispute.
- (xi) 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

58. Common seal

- (a) The common seal of the Council must not be used without the express authority of the Board and every use of that common seal must be recorded by the Secretary. The affixing of the common seal of the Council must be witnessed by any 2 of the following:
 - (i) the Chairperson;
 - (ii) the Secretary;
 - (iii) the Treasurer
 - (iv) the CEO.
- (b) The common seal of the Council must be kept in the custody of the Secretary or another person authorised by the Board from time to time.

59. Distribution of surplus assets on winding up

- (a) If on the winding up or dissolution of the Council, and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the members or former members.
 - (i) The surplus assets must be given or transferred to another association incorporated under the Act that –has similar objects or purposes;
 - (ii) is not carried on for profit or gain to its individual members; and
 - (iii) is determined by resolution of the members.
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