



**NORTHERN TERRITORY COUNCIL OF SOCIAL  
SERVICE INCORPORATED**

**CONSTITUTION AND RULES OF THE  
ASSOCIATION**

Northern Territory Council of Social Service Incorporated

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<https://ntcoss.org.au/>

Document published by Northern Territory Council of Social Service Incorporated

June 2018

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## PRELIMINARY

NTCOSS acknowledges Traditional Owners and Custodians of the land we work on, pays respect to Elders past, present and emerging and acknowledges their continuing cultural connections as traditional owners of this country and the important role Aboriginal and Torres Strait Islander people play within the Northern Territory

### 1. NAME

- 1.1 The name of the Association shall be the ***Northern Territory Council of Social Service Incorporated*** (NTCOSS) hereinafter referred to as “the Council”.

### 2. MISSION

- 2.1 The mission of the Council is to promote an awareness and understanding of social issues throughout the NT community and to strive towards the development of an equitable and just society.

### 3. THE OBJECTS OF THE COUNCIL

- 3.1 To promote and assist the development of all aspects of social services throughout the NT.
- 3.2 To provide to organisations, services and support such as training, a resource base, research and consultation relating to social issues.
- 3.3 To contribute to the debate on social issues.
- 3.4 To ensure the Council is representative on a sector wide and regional basis in the NT as well as representing the interests of members.
- 3.5 To promote and make representations on behalf of socially disadvantaged groups and those disadvantaged in the NT community by policy decisions.
- 3.6 To be the peak organisation providing a focal point for the community sector and a reference point for government.
- 3.7 To provide advice and policy input to all levels of government and other appropriate organisations on behalf of the NT community sector.
- 3.8 To contribute an NT perspective to the national Council of Social Service (COSS) network.

### 4. POWERS

- 4.1 In addition to the basic objects of the Council, the objects and purposes of the Council shall be deemed to include:

- 4.1.(i) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Council;
- 4.1.(ii) the buying, selling, and supplying of and dealing in goods of any kind;
- 4.1.(iii) the construction, maintenance, and alteration of building or works necessary or convenient for any of the objects or purposes of the Council;
- 4.1.(iv) the accepting of any gifts, whether subject to a special trust or not, for any one or more of the objects or purposes of the Council;
- 4.1.(v) the taking of such steps from time to time as the Board of Directors or the members in a general meeting may deem expedient for the purposes of procuring contributions to the funds of the Council, whether by way of donation, subscription or otherwise;
- 4.1.(vi) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Board of Directors or the members in a general meeting may think desirable for the promotion of the objects or purposes of the Council;
- 4.1.(vii) subject to the Act, the borrowing and raising of money in such manner and on such terms as the Board of Directors may think fit or as may be approved or directed by resolution passed a general meeting and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Council by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Council;
- 4.1.(viii) subject to the provisions of the Trustee Act, the investment of any moneys of the Council not immediately required for any of its objects or purposes in such manner as the committee may from time to time determine;
- 4.1.(ix) the making of gifts, subscriptions, or donations to any of the funds authorities or institutions to which paragraph (a) subsection (1) of section 78 of the Income Tax Assessment Act 1936, as amended of the Commonwealth relates;
- 4.1.(x) the establishment and support, or aiding in the establishment and support of associations, institutions, funds, trusts, schemes, and convenience calculated to benefit servants or past servants of the Council and their dependants, and the granting of pensions, allowances or other benefits to servants or past servants of the Council and their dependants, and the making of payments towards insurance in relation to any of those purposes; and
- 4.1.(xi) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Council or any of the objects and purposes specified in the foregoing provisions of this rule.

## 5. RULES OF THE COUNCIL

- 5.1 In these rules, unless the contrary intention appears;
- 5.1.(i) 'general meeting' means a general meeting of members convened in accordance with rules 12 and 13.
  - 5.1.(ii) 'Director' means member of the Board of Directors to whom rule 24 relates.
  - 5.1.(iii) 'Executive' means Officers of the Board of Directors.
  - 5.1.(iv) 'Board of Directors' means the elected representatives of the Council.
  - 5.1.(v) 'Executive Director' means the Executive officer employed by the Council.
  - 5.1.(vi) 'Act' means the *Associations Act 2003* and regulations made under that Act.
- 5.2 In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, email, lithography, photography, and other modes of representing or reproducing words in a visible form.
- 5.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation Act and that Act as in force on the date on which these rules are adopted by the Councils.

## 6. EFFECT OF THE CONSTITUTION

- 6.1 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.
- 6.2 If there is any inconsistency between this Constitution and the Act, the Act prevails.

## 7. MEMBERSHIP OF THE COUNCIL

- 7.1 The Council shall have not less than 5 members.
- 7.2 Membership of the Council shall be open to organisations and individuals with a commitment to the mission and objectives of NTCOSS within the following four classes of membership;
- 7.2.(i) Social Service **Organisational Membership** shall be open to non-government organisations, whether incorporated or not, which are engaged in social services in the Northern Territory. Each organisational member shall be entitled to one representative.
  - 7.2.(ii) Social Service **Individual Membership** is any natural person who is employed by or actively affiliated with a social services organisation based in the Northern Territory.

- 7.2.(iii) **Associate Organisational Membership** status shall be open to corporate bodies whether government or non-government including local government, community councils and statutory bodies. Associate organisational members are not entitled to vote or move motions and are ineligible for election to the Council's Board of Directors.
- 7.2.(iv) **Associate Individual Membership** shall be open to any natural person not employed by a social services organisation. Associate individual members are not entitled to vote or move motions and are ineligible for election to the Council's Board of Directors.
- 7.3 A nomination for membership of the Council shall be made in writing on the prescribed form, and lodged with the Council.
- 7.4 Upon a nomination being received, the Executive Director shall ensure, with as little delay as possible, the nominee will be advised of the outcome and the reasons whether the nomination for membership of the Council has been accepted or rejected. A nomination may be rejected by the Council at its discretion.
- 7.4.(i) Upon the acceptance of a nomination and receipt of the sum payable by or on behalf of the nominee as their first year's subscription, the Executive Director will ensure the members name is entered in a register of member to be kept by the organisation.
- 7.4.(ii). Upon the rejection of a nomination, the nominee may within one month of receiving the notice, lodge with the Executive Director, written notice of his/her intention to appeal against the decision. An appeal must be determined by reference of the matter to the next Board meeting and if unresolved to the next Special General Meeting and that meeting may resolve, by majority vote, to affirm or overturn the decision to reject the nomination.
- 7.5 A member of the Council may, at any time, resign from the Council by delivering or sending by post or email to the Executive Director a written notice of resignation.
- 7.6 Upon receipt of a notice rule 7.4 the Executive Director shall ensure the name of the member is removed from the register of members, whereupon that member ceases to be a member of the Council.
- 7.7 A right, privilege, or obligation of an individual or organisation by virtue of their membership of the Council:
- 7.6.(i) is not capable of being transferred or transmitted to another individual;  
and
- 7.6.(ii) terminates upon the cessation of membership, whether by death, resignation, or otherwise.
- 7.8 Membership ceases if:
- 7.8.(i) the Executive Director receives a written resignation from a member;

- 7.8.(ii) a member fails to renew membership;
  - 7.8.(iii) a majority of all members vote at an Annual General Meeting to expel a member.
- 7.9 Each financial member is entitled to have a proxy act on their behalf. The proxy, also a financial member, is appointed to act under the prescribed form dated and signed by the member.
- 7.10 No Director or other member of the Council shall be liable to contribute towards the payment of the liabilities of the Council upon the winding up of the Association.

## **8. INCOME AND PROPERTY**

- 8.1 The income and property of the Council, however derived, shall be applied solely towards the promotion of the objects of the Council and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Council.
- 8.2 The Council shall not:
- 8.2.(i) appoint a person who is a member of the Council to any office to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or
  - 8.2.(ii) pay to any such person any remuneration or other benefit in money or money's worth (other than re-payment of out of pocket expenses).
- 8.3 Nothing in the foregoing provisions of this rule prevents the payment in good faith to an employee or member of the Council of:
- 8.3.(i) remuneration in return for services rendered to the Council by the employee or member for goods supplied to the Council by the employee or member in the ordinary course of business;
  - 8.3.(ii) interest at current bank overdraft rate on money lent; or
  - 8.3.(iii) a reasonable and proper sum by way of rent for premises let to the Council by the employee or member.

## **9. ACCOUNTS AND AUDIT**

- 9.1 The responsibility of the Board under rule 21 for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:
- 9.1.(i) the keeping of accounting records
  - 9.1.(ii) the preparation and presentation of the Council's annual statement of accounts; and



- 9.1.(iii) the auditing of the Council's accounts
- 9.2 The Executive Committee of the Council shall faithfully ensure that all general records, accounting books, and records of receipt and expenditure connected with the operations and business of the Council are kept in such form and manner as the Board of Directors may direct.
- 9.3 The accounts, books and records referred to in rule 9.2 shall be kept at the Council's office or at such other place as the Board of Directors may decide.

## **10. ANNUAL GENERAL MEETING**

- 10.1 The Council shall, in each year, hold an Annual General Meeting, hereafter referred to as AGM.
- 10.2 The AGM shall be held on such day (being not later than five [5] months after the close of the financial year of the Council) as the Board of Directors may determine.
- 10.3 The AGM shall be in addition to any other general meetings that may be held in the same year.
- 10.4 The AGM shall be specified as such in the notice convening it.
- 10.5 The ordinary business of the AGM shall be:
  - 10.5.(i) to confirm the minutes of the last preceding AGM and of any general meeting held since that meeting;
  - 10.5.(ii) to receive from the President, Executive Director, auditor, and other members of the Council, reports of the transactions of the Council during the last preceding financial year;
  - 10.5.(iii) to elect the Officers and other Directors of the Board of the Council; and
  - 10.5.(iv) to appoint the auditor.
- 10.6 The AGM may transact special business of which notice is given in accordance with these rules.
- 10.7 All general meetings other than the AGM shall be called Special General meetings.

## **11. SPECIAL GENERAL MEETINGS**

- 11.1 The Board of Directors may, whenever it thinks fit, convene a special general meeting of the Council.
- 11.2 The Board of Directors shall, on a request in writing of not less than ten members, convene a special general meeting of the Council.
- 11.3 A request for a special general meeting shall state the purpose of the meeting and shall be signed by the requisitionists and deposited at the office of the Council and

may consist of several documents in like form and signed by one or more of the requisitionists.

- 11.4 If the Board of Directors does not cause a special general meeting to be held within twenty-one days from the date upon which a request is deposited at the office of the Council, those requesting the special general meeting may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the request.
- 11.5 A special general meeting convened in accordance with these rules shall be convened in the same manner, as nearly as possible, as that in which those meetings are convened by the Board of Directors.
- 11.6 The secretary must give to all members, not less the 21 days, notice of a Special General Meeting.

## **12. NOTICE OF GENERAL MEETINGS**

- 12.1 The Executive Director of the Council shall ensure, at least fourteen (14) days before the date fixed for holding a general meeting of the Council, a notice shall be sent to all members and an advertisement inserted in a newspaper published daily in the Northern Territory specifying the place, day, and time for the holding of the meeting, and the nature of the business to be transacted thereat.

## **13. BUSINESS AND QUORUM AT GENERAL MEETINGS**

- 13.1 All business that is transacted at special general meetings and all business that is transacted at the AGM, with the exception of the ordinary business of the AGM shall be that business specified in the notice convening the meeting.
- 13.2 No item of business shall be transacted at general meeting unless a quorum of members entitled under these rules to vote is present.
- 13.3 Fifteen (15) members present and eligible under these rules to vote constitute a quorum for the transaction of the business of a general meeting. This may include attendance in person, by telephone or video conferencing.
- 13.4 If within thirty minutes, after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the request of members, shall be dissolved; and in any other case, it shall stand adjourned to a time and place within the next fourteen (14) days specified by the chairperson or by written notice given to members before the day of the adjourned meeting, and if at the adjourned meeting a quorum is not present within thirty minutes after the time appointed, the meeting shall be dissolved.

## **14. PRESIDENT TO PRESIDE AT GENERAL MEETINGS**

- 14.1 The President, or in the absence of the President, the Vice President shall preside as chairperson at every general meeting of the Council.
- 14.2 If the President and Vice President are absent from a general meeting, the members

present shall elect one of their number to preside as chairperson.

## **15. ADJOURNMENT OF GENERAL MEETINGS**

- 15.1 The chairperson of general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 15.2 Where a meeting is adjourned for more than fourteen days, like notice of the adjourned meeting shall be given as in the case of the original meeting.
- 15.3 Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjourned meeting.

## **16. DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS**

- 16.1 A question arising at a general meeting of the Council shall be determined on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded. A declaration by the chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority or lost, an entry to that effect in the minute book of the Council is evidence of the fact without proof of the number or proportion of the votes recorded in favour for or against that resolution.

## **17. VOTES**

- 17.1 Upon any question arising at a general meeting of the Council, a member has one vote only.
- 17.2 Votes shall be given personally, or by way of proxy. Appointment of a proxy shall be in writing in the form approved by the Board, provided to the Executive Director not less than one working day prior to the meeting date following the prescribed form.
- 17.3 In the case of an equality of votes on a question, the motion shall lapse.

## **18. TAKING OF POLL**

- 18.1 If at a meeting a poll on any question is demanded it shall be taken at that meeting in such manner as the chairperson may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

## **19. WHEN POLL TO BE TAKEN**

- 19.1 A poll that is demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

## **20. PUBLIC OFFICER**

- 20.1 The person nominated as the Public Officer shall be a member of the Council and shall remain in office until the person resigns or is no longer a member of the organisation.
- 20.2 The Board shall appoint a person who is a resident of the Northern Territory as Public Officer within fourteen (14) days of the position becoming vacant.
- 20.3 The duties of the Public Officer shall be in accordance with the requirements of the Act and to do such things as maybe directed by the Board or prescribed by these rules.

## **21. MANAGEMENT OF AFFAIRS OF THE COUNCIL**

- 21.1 The affairs of the Council shall be managed by a Board of Directors constituted as provided in rule 24 and hereafter called the Board.
- 21.2 The Board:
- 21.2.(i) shall control and manage the business and affairs of the Council in accordance with Australian governance standards;
  - 21.2.(ii) may, subject to these rules, exercise all such powers and functions as may be exercised by the Council other than those powers and functions that are required by the rules to be exercised by a decision made at general meetings of the Council
  - 21.2.(iii) subject to the Act and these rules, has the power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Council; and
  - 21.2.(iv) shall have the power to appoint sub-committees for the purposes of carrying out such functions of the Council as the Board directs. Any such sub-committee may co-opt whom ever it sees fit, but must include at least one member of the Board who is responsible for the activities of that sub-committee.

## **22. OFFICERS OF THE BOARD**

- 22.1 The officers of the Board shall make up the Executive Committee and shall be:
- 22.1.(i) President;
  - 22.1.(ii) Vice President;
  - 22.1.(iii) Secretary;
  - 22.1.(iv) Treasurer;
  - 22.1.(v) One other Board members.

22.2 The officers of the Board shall be elected annually at the AGM and shall hold office until the AGM next but are eligible for re-election.

22.3 In the event of a casual vacancy occurring with the officer of the Council the Board may appoint one of its members to the vacant office and the member so appointed shall hold office until the AGM following the date of such appointment.

### **23. GENERAL POWERS AND DUTIES OF THE BOARD**

23.1 As soon as practicable after being elected to the Board, each Board member must become familiar with the Associations Act 2003 and Regulations made under this Act.

23.2 The Board is collectively responsible for ensuring that the Association complies with the Act and regulations made under the Act.

### **24. COMPOSITION OF BOARD OF DIRECTORS**

24.1 Members of the Board will be elected as representatives of the Northern Territory non-government sector, and as such are required to provide the organisation with expertise relating to their particular field of representation and to act as spokesperson from time to time on issues as they may arise.

24.2 The Board will represent, through the knowledge and skills of its members, community sector interests and social services issues of significance to the development of the Northern Territory as an equitable and just society.

24.3 The Board shall be elected at the AGM of the Council in each year and consist of the officers of the Council and not less than four but up to six other members.

24.4 Each member of the Board shall, subject to these rules, hold office until the AGM next after the date of their election, but is eligible for re-election.

24.5 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Council to fill the vacancy and the member so appointed shall hold office until the AGM following the date of such appointment.

### **25. ELECTION OF OFFICERS AND MEMBERS OF THE BOARD**

25.1 The nomination of candidates for election as Board members or as officers of the Council shall be on the prescribed form and be delivered to the office of the Council fourteen days prior to the AGM.

25.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are deemed to be elected and further nominations shall be received at the AGM.

25.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

25.4 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be conducted.

25.5 The ballot for the election of officers and board members shall be conducted at the AGM in such usual and proper manner as the chairperson may direct.

## **26. LEAVE OF ABSENCE**

26.1 The Board may grant a leave of absence to a Board member, for a specified period, at the written request of that member.

## **27. VACATION OF OFFICE**

27.1 For the purpose of these rules, the office of a Board member becomes vacant if the member;

27.1.(i) dies;

27.1.(ii) resigns office in writing and addressed to the Board;

27.1.(iii) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors;

27.1.(iv) fail, without leave granted by the Board, to attend three consecutive meetings of the Board provided that, after the second meeting that the member has failed to attend, the member is notified in writing of the time and place of the next meeting and that failure to attend will result in the cessation of their membership of the Board.

27.1.(v) ceases to be a member of the Council; or

27.1.(vi) Fails to pay all arrears or subscriptions due by the member within thirty days after receiving a notice in writing stating that they have ceased to be a financial member of the Council.

27.1.(vii) Loses the confidence of the Board; based on a special resolution past by 75% of Board members. In the case of such a resolution the Board member will be given a right of reply and may opt to utilise the grievance procedure as outlined in clause 38.1.

## **28. MEETINGS OF THE BOARD**

28.1 The Board shall meet not less than four times in each financial year at such places and at such times as the Board may determine.

28.2 Special meetings of the Board may be called by the President or by any four of its member.

28.3 The notice for a Board meeting shall be provided to members within reasonable time, specifying the general nature of the business to be considered, and the date, time and place of the meeting.

28.4 The quorum for the purposes of transacting business at any meeting of the Board

shall be fifty percent of its members plus one. The Board may meet and conduct its meetings by electronic methods as it considers appropriate.

- 28.5 If a quorum is not present after thirty minutes of the time appointed for the meeting, the meeting may be adjourned to a date and time agreed by the members or it may take place with the business recorded being ratified at the next meeting at which a quorum is present.
- 28.6 At meetings of the Board:
- 28.6.(i) the President, or in the absence of the President, the Vice President; or
  - 28.6.(ii) if the President and the Vice President are absent, one of the remaining members of the Board chosen by the members present, shall preside.
- 28.7 Decisions will be made by a process of consensus in the first instance. If there is a failure to reach consensus the matter shall be put to a vote and a simple majority will prevail. In the event of an equality of votes, the motion shall lapse.
- 28.8 Questions arising at meetings of the Board, the Executive or of any sub-committee appointed by the Board, shall be determined by a show of hands, or if demanded, by a poll taken in such manner as the chairperson of the meeting may determine.
- 28.9 Board meetings are open to all members of the Council and the Executive Director. Directors of the Board shall be entitled to one vote and in the event of an equality of votes, the motion shall lapse.

## **29. 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.

## **30. DISCLOSURE OF INTEREST IN CONTRACTS**

- 30.1 A member of the board who has any interest in any contract or arrangement made or proposed to be made with the Council, shall disclose that interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration, or in any other case, at the first meeting of the Board after the acquisition of the interest.
- 30.2 If a member of the Board becomes interested in a contract or arrangement after it has been made or entered into, the member shall disclose that interest at the first meeting of the Board after becoming so interested.
- 30.3 No member of the Board shall vote as a member of the Board in respect of any contract or arrangement in which that member is so interested and if the member does

so vote that vote shall not be counted.

### **31. THE EXECUTIVE COMMITTEE**

31.1 There shall be an Executive Committee of the Board made up of the Officers of the Council:

31.1.(i) the Executive Committee has the power to interpret the policies and determine the priorities of the Council on behalf of the Board in order to assist the Executive Director with the day to day management of the Council;

31.1.(ii) the Executive Committee shall exercise the executive functions of the Council between meetings of the board and such other functions as the Board may from time to time delegate. The Executive Committee shall meet as required and shall report to each Board meeting;

31.1.(iii) the quorum of the Executive Committee shall be fifty percent of its current membership plus one; and

31.1.(iv) decisions will be made by a process of consensus in the first instance. If there is a failure to reach consensus the matter shall be put to a vote and a simple majority will prevail. In the event of an equality of votes, the motion shall lapse.

### **32. ANNUAL SUBSCRIPTION**

32.1 The annual subscription payable by members shall be prescribed by the Board.

32.2 The amount of the annual subscription may be altered from time to time by the Board by resolution to take effect from the first day of the financial year next.

32.3 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 Board from time to time

### **33. FINANCIAL YEAR**

33.1 The financial year of the Council shall be the period from the first day of July to the thirtieth day of June next following

### **34. NOTICES**

34.1 A notice may be served by or on behalf of the Council upon any member either personally or by sending it electronically or through the post in a prepaid letter addressed to the member at the last known postal address.

### **35. EXPULSION OF MEMBERS**

35.1 Subject to this rule, the Board may expel any member from the Council if, in the opinion of the Board the member has been guilty of conduct detrimental to the



interests of the Council.

35.2 The expulsion of a member pursuant to rule 34.1 does not take effect:

35.2.(i) until the expiration of fourteen days after the service on the member of a notice under rule 34; or

35.2.(ii) if the member exercises their right of appeal under this rule, until the conclusion of a special general meeting convened to hear the appeal, whichever is the later date.

34.3 Where the Board expels a member from the Council, the Public Officer of the Council shall, without undue delay serve on the member, a notice in writing:

35.3.(i) stating that the Board has expelled the member;

35.3.(ii) specifying the grounds for the expulsion; and

35.3.(iii) informing the member that if they so desire they may, within fourteen days of being serviced with the notice, appeal against the expulsion as provided in this rule.

35.4 A member on whom a notice under rule 34 is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the Public Officer of the Council, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing the appeal.

35.5 Upon receipt of a request under rule 34.4 the Public Officer shall forthwith notify the Board of its receipt and the Board shall thereupon cause a special general meeting of members to be held within twenty-one days after the date on which the requisition is received by the Public Officer.

35.6 At a special general meeting convened for the purpose of this rule:

35.6.(i) no business other than the question of the expulsion and the Board's reasons for the expulsion shall be transaction;

35.6.(ii) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion;

35.6.(iii) the expelled member shall be given an opportunity to be heard; and

35.6.(iv) the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

35.7 If at the special meeting a majority of the members present vote in favour of the lifting of the expulsion the expulsion shall be lifted and the expelled member is entitled to continue their membership of the Council.

35.8 If at the special general meeting a majority of the members present vote in favour of the confirmation of expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Council.

## **36. ALTERATION OF THE CONSTITUTION**

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

## **37. COMMON SEAL**

- 37.1 The seal of the Council shall be in the form of a rubber stamp inscribed with the name of the Council encircling the word “seal”.
- 37.2 The seal shall not be affixed to any instrument except by authority of a resolution of the Board and in the presence of at least two members of the Board, or of one member of the Board and such other person as the Board may appoint for that purpose and that attestation is sufficient for all purposes that the seal was affixed by authority of the Board.
- 37.3 The seal shall remain in the custody of the Executive Director.
- 37.4 The use of the common seal must be recorded in a register maintained for that purpose.

## **38. WINDING UP**

- 38.1
- (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.

## **39. Grievance and Disputes Procedures**

- 39.1 This clause applies to disputes between:
- 39.1.(i) a member and another member; or
  - 39.1.(ii) a member and the Board.
- 39.2 Within fourteen (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.

39.3 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 ten (10) days after the meeting, hold another meeting in the presence of a mediator.

39.4 The mediator must be:

39.4.(i) a person chosen by agreement between the parties; or

39.4.(ii) in the absence of agreement:

39.4.(ii) (a) for a dispute between a member and another member – a person appointed by the Board; or

39.4.(ii) (b) for a dispute between a member and the Board – a person who is a mediator appointed or employed by the department administering the Act.

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

39.4.(iv) The mediator cannot be a party to the dispute.

39.4.(v) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

39.4.(vi) The mediator, in conducting the mediation, must:

39.4.(vi) (a) give the parties to the mediation process every opportunity to be heard;

39.4.(vi) (b) allow due consideration by all parties of any written statement submitted by any party; and

39.4.(vi) (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.

39.4.(vii) The mediator must not determine the dispute.

39.4.(viii) 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.