



**Centre for Appropriate Technology  
Incorporated**

**CONSTITUTION and RULES**

**Amended September, 2007**

**ALICE SPRINGS**

**CENTRE FOR APPROPRIATE TECHNOLOGY INCORPORATED  
CONSTITUTION**

**PART 1 – PRELIMINARY**

**1. Name**

The name of the Incorporated Association shall be the Centre for Appropriate Technology Inc. (hereafter called "the Centre").

**2. Objects and purposes**

2.1 The objects and purposes of the Centre are to provide for the relief of poverty, sickness, suffering, distress, misfortune, destitution or helplessness in societies of Indigenous people by undertaking the following:-

- a. research, design, development, production and teaching of technologies appropriate to the lifestyle of Indigenous people thereby enhancing self-reliance, self determination and enterprise of Indigenous people.
- b. provision of technical advice, information, options and resources to further the technological, economic and social development of Indigenous people.
- c. provision of specific task oriented training programmes which respond to expressed the expressed needs of communities of Indigenous people.
- d. maximisation of the involvement of Indigenous men and women in the design, selection, production and maintenance of appropriate technologies.
- e. examination of the impacts of technology on health, training, employment, communications, housing, recreational space, environment and land management and make the results of such investigations known to communities of Indigenous people and their organisations.
- f. provision of training and employment opportunities for Indigenous people.

- g. provision of financial assistance, resources and support, through the establishment and maintenance of related entities/vehicles, to further the objects of the Centre.
- h. conducting such other activities, exchanges, consultancies, etc that contribute to the development of the understanding and use of appropriate science and technology.
- i. provision of links between Indigenous people and the VET and Higher Education sector.
- j. provision of encouragement and support to individuals and communities receiving the Centre's services through the provision of support counselling and residential accommodation and a familiar and comfortable work environment.
- k. carry out all such other objects that are consistent with and are incidental and conducive to the attainment of the above objects and purposes of the Centre.

2.2 The assets and income of the Centre shall be applied solely in furtherance of its abovementioned objects and purposes and no portion shall be distributed directly or indirectly to the members of the Centre except as bona fide compensation for services rendered or expenses incurred on behalf of the Centre.

### **3. Minimum number of members**

The Association must have at least twenty members and no more than thirty.

### **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 Board 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 44;

"Indigenous", in relation to a person, shall refer to a member of the

*Centre for Appropriate Technology Incorporated - CONSTITUTION*

Aboriginal race of Australia; or a descendant of the Indigenous inhabitants of the Torres Strait Islands. An Indigenous member will be one who identifies as an Aboriginal or Torres Strait Islander person and is accepted as such by the Community with which he or she is associated.

"member" means a member of the Association;

"register of members" means the register of the Association's members established and maintained under section 34 of the Act;

"special resolution" means a resolution notice of which is given under clause 47 and passed in accordance with section 37 of the Act.

## **PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION**

### **5. Powers of Association**

- (1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- (2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may –
  - a. acquire, hold and dispose of real or personal property;
  - b. open and operate accounts with financial institutions;
  - c. invest its money in any security in which trust monies may lawfully be invested;
  - d. raise and borrow money on the terms and in the manner it considers appropriate;
  - e. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - f. appoint agents to transact business on its behalf; and
  - g. enter into any other contract it considers necessary or desirable.
  - h. buy, sell, supply, and deal in, goods and services of all kinds;
  - i. construct, maintain, and alter building or works necessary or convenient for any of the objects or purposes of the Centre pending approval by any lessor;
  - j. accept any gift, operational grant, grant-in-aid, devise, bequests or assignments, trust or not, for any one or more of the objects or purposes of the Centre;
  - k. print and publish such newspapers, periodicals, books, leaflets, or other documents or electronic media;
  - l. make gifts, subscriptions, or donations to any funds, authorities, or institutions to which Division 30 of Part 2-5 of the Income Tax Assessment Act 1997, as amended by the Commonwealth relates;

- m. establish and support, or aid in the establishment and support, of associations, institutions, funds, trusts, schemes, and convenience calculated to benefit servants or past servants of the Centre and their dependants, and the grant pensions, allowances, or other benefits to servants or past servants of the Centre and their dependants, and make payments towards insurance in relation to any of those purposes;
- n. incorporate, establish and support or aid in the incorporation, establishment and support of any association, company or trust, whether for-profit or not-for-profit, which is wholly owned by the Centre or in which the Centre has an interest;
- o. do all such other lawful things including entering into such contracts as are incidental or conducive to the attainment of the basic objects of the Centre;
- p. make such by-laws and rules as are necessary from time to time;
- q. maintain residential accommodation for staff and students of the Centre and other persons attending it.

## **6. Effect of Constitution**

- (1) 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**

- (1) If there is any inconsistency between this Constitution and the Act, the Act prevails.
- (2) The Board, having regard to the Constitution in existence, may decide matters and may direct what shall be done in each particular instance or may interpret the Constitution or direct what shall be done in a particular case:-
  - a. if any circumstances arise for which no provision is made by these Constitution; or
  - b. if there arises any reasonable doubt as to the interpretation of the Constitution in any circumstances; or

- c. if there is any doubt as to the correct procedure to be adopted on any occasion;
- (3) And no recourse to the Courts may be made or had unless until the Board has considered and interpreted the Constitution in accordance with this Clause.

## **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.
- (3) The special resolution must be passed by a majority of not less than two thirds of a Special General Meeting a majority of these being Indigenous members.

## **PART 3 – MEMBERS**

### *Division 1 – Membership*

## **9. Application for membership**

- (1) Membership of the association is comprised as follows:
  - (a) Five (5) members nominated from the staff of the Centre for Appropriate Technology and processed according to clause 9(2)(a) and (b); and,
  - (b) Five (5) members nominated from the friends and supporters of the Centre for Appropriate Technology and processed according to clause 9(2)(a) and (b); and,
  - (c) Twenty (20) members nominated from the Indigenous community and processed according to clause 9(2)(a) and (b).
- (2) To apply to become a member of the Association a person 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 and both of the members referred to in paragraph (b); and

- (b) be proposed by one member and seconded by another member.
- (c) membership shall be open to any person or organisation or community in sympathy with the objects of the Centre.
- (d) at all times there must be a majority of Indigenous members.

#### **10. Approval of Board**

- (1) The Board must consider any application made under clause 9 at the next available committee meeting and must accept or reject the application at that meeting or the next.
- (2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Public Officer 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 Board must reconsider the application at the next committee meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.

#### **11. Joining fee**

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

**12. Annual membership fees**

- (1) The annual membership fee is the amount determined from time to time by resolution at a general meeting.
- (2) Each member must pay the annual membership fee to the Public Officer by the first day of each financial year or another date determined by the Board from time to time.
- (3) A member 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*

**13. General**

- (1) Subject to clause 14(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Association –
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates on the cessation of membership whether by death, resignation or otherwise.
- (3) Members shall not be personally liable for payment of liabilities upon winding up of the Centre.
- (4) No action or proceeding, civil or criminal, shall be commenced or lie against a member of the Centre for or in respect of an act or thing done or omitted to be done in good faith:-
  - (a) by the member in his/her capacity as such a member; or
  - (b) by the Centre, the Board of the Centre, or the Business Committee in the exercise or purported exercise of a power or the performance or purported performance of a function leading to the objects and purposes of the Centre.

**14. Voting**

- (1) Subject to subclause (2) and clause 18, each member has one vote at general meetings of the Association.
- (2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

**15. Notice of meetings and special resolutions**

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

**16. Access to information on Association**

- (1) 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.

**17. Raising grievances and complaints**

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

**18. Associate members**

An associate member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

***Division 3 – Termination, death, suspension and expulsion***

**19. Termination of membership**

- (1) Membership of the Association may be terminated by –
  - (a) a notice of resignation addressed and posted to the Association or given personally to the Public Officer or another Board member;
  - (b) non-payment of the annual membership fee within the time allowed under clause 12(3); or

- (c) expulsion in accordance with this Division.

**20. Death of member or whereabouts unknown**

If a member dies or the whereabouts of a member are unknown, the Board must cancel the member's membership.

**21. Suspension or expulsion of members**

- (1) If the Board considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Board 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 Board 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 30 days before the date of the Board meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Board must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Board may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

**22. Appeals against suspension or expulsion**

- (1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Public Officer within 14 days after receipt of the Board'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 Board 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 Board to suspend or expel him or her is confirmed by a resolution of the members.

## **PART 4 – THE BOARD**

### *Division 1 – General*

#### **23. Role and powers**

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

#### **24. Composition of Board**

- (1) The Board consists of –
  - (a) a Chairperson;
  - (b) a Vice-Chairperson;
  - (c) five Directors elected by the members;
  - (d) two independent Director's at the invitation of the Board; and
  - (e) the Public Officer.
- (2) Persons elected at (1)(a), (b), or (c) must be Indigenous members. Persons appointed at (1)(d) or (e) may be Indigenous or non Indigenous members.
- (3) The Board shall have power to appoint not more than two (2) other non voting members who may be non Indigenous members to be members of the Board for a period of twelve (12) months or such time as the Board deems necessary.

- (4) The Chief Executive Officer of the Centre shall be the Public Officer.

**25. Delegation**

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

*Division 2 – Tenure of office*

**26. Eligibility of Board members**

- (1) A Board member must be a member who is 18 years or over.
- (2) A Board member must also meet the criteria provided in the Schedule.
- (3) Board members must be elected to the Board at an annual general meeting or appointed under clause 33.

**27. Nominations for election to the Board**

- (1) A member is not eligible for election to the Board unless the Public Officer receives a written nomination for that member by another member not less than 14 days before the date of the next annual general meeting.
- (2) 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.
- (3) 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.

**28. Retirement of Board members**

- (1) A Board member holds office for a period of two (2) years until the second annual general meeting after being elected unless the member vacates the office under clause 31 or is removed under clause 32.
- (2) Subject to subclause (3), at an annual general meeting each second year the office of each Board member becomes vacant and elections for a new Board must be held.
- (3) The Chairperson of the outgoing Board must preside at the annual general meeting until a new member is elected as Chairperson.
- (4) Members may serve consecutive terms on the Board.

**29. Election by default**

- (1) If the number of persons nominated for election to the Board under clause 27 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.
- (2) If vacancies remain on the Board after the declaration under subclause (1), additional nominations of Board 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 Board.
- (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 33.

**30. Election by ballot**

- (1) If the number of nominations exceeds the number of vacancies on the Board, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (3) The members chosen by ballot must be declared by the Chairperson to be duly elected as members of the Board.
- (4) A ballot for the election of Chairperson and Vice-Chairperson shall be conducted at the first meeting of the Board subsequent to the Annual General Meeting in such usual and proper manner as the Board may direct.

**31. 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;
  - (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; or
  - (v) ceases to be a member of the Association;
- (b) the member is absent from more than –
  - (i) 3 consecutive Board meetings; or
  - (ii) 3 Board meetings in the same financial year without tendering an apology to the Chairperson;

of which meetings the member received notice and the Board has resolved to declare the office vacant; or

- (c) in any of the circumstances provided for by the Schedule.

**32. Removal of Board member**

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

**33. Filling casual vacancy on the Board**

- (1) If a vacancy remains on the Board after the application of clause 29 or if the office of a Board member becomes vacant under clause 31, the Board may appoint any member of the Association to fill that vacancy.
- (2) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

*Division 3 – Duties of Board members*

**34. Collective responsibility of the Board**

- (1) 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.
- (2) The Board is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

**35. Chairperson and Vice-Chairperson**

- (1) Subject to subclauses (2) and (3), the Chairperson must preside at all general meetings and Board 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 Board member elected by the other Board members present if it is a Board meeting.

**36. Public Officer**

- (1) The Public Officer must –
  - (a) coordinate the correspondence of the Association;
  - (b) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act;
  - (c) maintain the register of members in accordance with section 34 of the Act;
  - (d) unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Association, other than those required by clause 37(5) to be in the custody of the Treasurer; and
- (2) The Public Officer or delegated officer of the Association 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 working days after receipt;
  - (c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
  - (d) ensure cheques are signed by him or her and at least one other Board member, or by any 2 other Board members authorised by the Board.
  - (e) The Public Officer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
  - (f) The Public Officer must coordinate the preparation of the Association's annual statement of accounts.
  - (g) If directed to do so by the Chairperson, the Public Officer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.

- (h) The Public Officer 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.
  - (i) Perform any other duties imposed by this Constitution on the Public Officer..
- (3) 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.
  - (4) The public officer must keep a current copy of the Constitution of the Association.

## **PART 5 – MEETINGS OF THE BOARD**

### **37. Frequency and calling of meetings**

- (1) The Board must meet together for the conduct of business not less than 4 times in each financial year unless otherwise provided in the Schedule.
- (2) The Chairperson, or at least half the committee members, may at any time convene a special meeting of the Board.
- (3) A special meeting may be convened to deal with an appeal under clause 22.

### **38. Voting and decision making**

- (1) Each Board member present at the meeting has a deliberative vote.
- (2) A question arising at a Board 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.

### **39. Quorum**

- (1) For a Board meeting, one-half of the Board members constitutes a quorum provided a majority of the members present are Indigenous members.

**40. Procedure and order of business**

- (1) The procedure to be followed at a Board meeting must be determined from time to time by the Board
- (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.

**41. Disclosure of interest**

- (1) A Board 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 Board in accordance with section 31 of the Act.
- (2) The Public Officer must record the disclosure in the minutes of the meeting.
- (3) The Chairperson must ensure a Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

**42. Business Committee**

- (1) A Business Committee may issue instructions to the Chief Executive Officer in matters of urgency connected with the efficient management of the affairs of the Centre during the intervals between meetings of the Board, and where any such instructions are issued shall report thereon to the next meeting of the Board.
- (2) The Business Committee shall meet as necessary.
- (3) Meetings of the Business Committee may be convened by the Chairperson or any two (2) Board members.

**43. Quorum for Business Committee**

- (1) Any three (3) members of the Board constitute a quorum for the transaction of a meeting of the business committee provided a majority of Indigenous members are present.

## **PART 6 – GENERAL MEETINGS**

### **44. Convening general meetings**

- (1) The Association must hold its first annual general meeting within 18 months after its incorporation.
- (2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- (3) The Board –
  - (a) may at any time convene a special general meeting;
  - (b) must, within 30 days after the Public Officer receives a notice under clause 22(1), convene a special general meeting to deal with the appeal to which the notice relates; and
  - (c) must, within 30 days after it receives a request under clause 45(1), convene a special general meeting for the purpose specified in that request.

### **45. Special general meetings**

- (1) 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 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 Board fails to convene a special general meeting within the time allowed –
  - (a) for clause 44(3)(b) – the appeal against the decision of the Board is upheld; and
  - (b) for clause 44(3)(c) – the members who made the request may convene a special general meeting as if they were the Board.
- (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 Public Officer 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.

**46. Annual general meeting**

- (1) The Public Officer must give to all members not less than 30 days notice of an annual general meeting unless otherwise provided in the Schedule.
- (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 Board;
  - (b) second – the election of new Board members;
  - (c) third – any other business requiring consideration by the Association at the meeting.

**47. Special resolutions**

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Public Officer 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.

**48. Notice of meetings**

- (1) The Public Officer 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.

- (2) If a notice is sent by post under subclause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

**49. Quorum at general meetings**

At a general meeting, fifteen members constitute a quorum provided a majority of members present are Indigenous.

**50. Lack of quorum**

- (1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –
  - (a) for an annual general meeting or special general meeting convened under clause 44(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
  - (b) for a meeting convened under clause 44(3)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
  - (c) for a meeting convened under clause 44(3)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
- (3) The 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 Public Officer must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

**51. Voting**

- (1) Subject to clauses 14(2) and 18, 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.

**52. 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**

**53. Financial year**

The financial year of the Centre is the period beginning on 1 July in each year and ending on the 30 June in the following year.

**54. 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 Board may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members or staff delegated for this purpose by the Board.

- (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 Board, the Accountant 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.

**55. Accounts and audits**

- (1) The responsibility of the Board under clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to –
  - (a) the keeping of accounting records;
  - (b) the preparation and presentation of the Association's annual statement of accounts; and
  - (c) the auditing of the Association's accounts.

**PART 8 – GRIEVANCE AND DISPUTES**

**56. Grievance and disputes procedures**

- (1) This clause applies to disputes between –
  - (a) a member and another member; or
  - (b) a member and the Board.
- (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 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.
- (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**

### **57. Common seal**

- (1) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded by the Public Officer.
- (2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
  - (a) the Chairperson;
  - (b) the Public Officer;
  - (c) another Board member.
- (3) The common seal of the Association must be kept in the custody of the Public Officer or another person the Board from time to time decides.

**58. Distribution of surplus assets on winding up**

- (1) The Centre shall not be wound up unless a Special General Meeting resolves by not less than a two thirds majority to wind up the Centre, a majority of these being Indigenous members.
  - (2) No action shall be taken on a resolution to wind up the Centre for twenty one (21) days. If after twenty one (21) days no request has been received for a further Special General Meeting to rescind the motion to wind up the Centre, the Board shall proceed forthwith or at such other time as determined by the Special General Meeting to realise the assets of the Centre or such portion thereof as may be required to meet any outstanding liabilities.
  - (3) 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.
  - (4) The surplus assets shall be transferred to another organisation in Australia which is a public benevolent institution for the purposes of any Commonwealth taxation 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.
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