

Northern Territory of Australia  
Oaths Affidavits and Declarations Act 2010

Statutory Declaration

(1)  
Insert name and  
address of person  
making the  
declaration

I, (1) Pablo Guillermo Farias  
of 7/16 Houston Street, Larrakeyah, NT

do solemnly and sincere declare:

On 10 February 2023 the committee of the  
association known as:

(2)  
Insert name of  
entity

(2) Northern Tango  
appointed me as public officer and authorised me to apply for  
incorporation of the said association under the *Associations Act 2003*.

(3)  
Delete whichever  
statement does not  
apply

I am a resident of the Northern Territory, have attained the age of 18  
years and consent to being the first public officer.

The document marked 'A' annexed hereto is a true and complete copy  
of the constitution of the association referred to in this declaration.

I make this solemn declaration by virtue of the *Oaths Affidavits and  
Declarations Act 2010* and conscientiously believing the statements  
contained in this declaration and accompanying application to be true in  
every particular.

Declared at Darwin on 28/02/2023

(4)  
Signature of the  
person making the  
declaration

(4) Pablo Farias

(5) Signature of  
person before  
whom the  
declaration is made

Before me: (5) James Matthews

(6)  
Full contact details  
of person before  
whom the  
declaration is made  
legibly written,  
typed or stamped

(6) James Andrew Matthews

14 Drysdale Street, Parap, NT, 0820

Tel: 0410775805

**Note:** This declaration may be made before any person who has  
attained the age of (18) eighteen years.  
Making a declaration knowing it is false in a material particular is  
an offence for which you may be fined or imprisoned.

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

Name of public officer Pablo Guillermo Farias *Pablo Farias*

Made on (date) 28 February 2023

Before me *James Matthews*  
(signature of witness on statutory declaration)

## **CONSTITUTION OF NORTHERN TANGO INCORPORATED**

## INDEX

Part 1 – Preliminary .....	5
1. Name .....	5
2. Objects and purposes .....	5
3. Minimum number of members .....	6
4. Definitions .....	6
Part 2 – Constitution and Powers of Association.....	7
5. Powers of Association .....	7
6. Effect of Constitution .....	7
7. Inconsistency between Constitution and Act .....	7
8. Altering the Constitution .....	7
Part 3 – Members .....	7
Division 1 - Membership .....	7
9. Becoming a member .....	7
10. Approval of Committee.....	8
11. Joining fee and registration as a member.....	9
12. Annual membership fees .....	9
Division 2 – Rights of members.....	9
13. General.....	9
14. Voting.....	10
15. Notice of meetings and special resolutions .....	10
16. Access to information on Association.....	10
17. Raising grievances and complaints .....	10
18. Associate members.....	10
Division 3 – Termination, death, suspension and expulsion .....	10
19. Termination of membership .....	10
20. Death of member or whereabouts unknown .....	10
21. Suspension or expulsion of members .....	11
22. Appeals against suspension or expulsion .....	11
Part 4 – Management Committee .....	12
Division 1 – General .....	12
23. Role and powers .....	12
24. Composition of Committee.....	12
25. Delegation.....	12
Division 2 – Tenure of office .....	13

26.	Eligibility of committee members .....	13
27.	Nominations for appointment to Committee .....	14
28.	Retirement of committee members .....	14
29.	Appointment by default .....	14
30.	Appointment by ballot .....	15
31.	Vacating office .....	15
32.	Removal of committee member .....	16
33.	Filling casual or original vacancies .....	16
	Division 3 – Duties of committee members .....	16
34.	Collective responsibility of Committee .....	16
35.	Chairperson and Vice-Chairperson .....	16
36.	Secretary .....	17
37.	Treasurer .....	17
38.	Public officer .....	18
	Part 5 – Meetings of Management Committee .....	18
39.	Frequency and calling of meetings .....	18
40.	Voting and decision making .....	19
41.	Quorum .....	19
42.	Procedure and order of business .....	19
43.	Disclosure of interest .....	19
	Part 6 – General Meetings .....	19
44.	Convening general meetings .....	19
45.	Special general meetings .....	20
46.	Annual general meeting .....	20
47.	Special resolutions .....	21
48.	Notice of meetings .....	21
49.	Quorum at general meetings .....	21
50.	Lack of quorum .....	22
51.	Voting .....	22
52.	Proxies .....	23
	Part 7 – Financial Management .....	23
53.	Financial year .....	23
54.	Funds and accounts .....	23
55.	Accounts and audits .....	24
	Part 8 – Grievance and disputes .....	24
56.	Grievance and disputes procedures .....	24

Part 9 – Miscellaneous .....	25
57. Common seal .....	25
58. Distribution of surplus assets on winding up.....	25
59. Appeals Officer and Alternative Appeals Officer .....	25
60. Code of Conduct.....	27

## Part 1 – Preliminary

### 1. Name

The name of the incorporated association is Northern Tango Incorporated (**the Association**).

### 2. Objects and purposes

- (1) The principal purpose of the Association is to promote and foster Argentine Tango culture in Darwin, and where possible, the broader Territory.
- (2) Incidental or ancillary to, and in furtherance or in aid of the principal purpose, the Association will strive to foster a diverse and socially cohesive community of Argentine Tango dancers who regularly engage in activities which:
  - (a) give expression to Argentine Tango culture; and
  - (b) reflect the values, concerns and meaning of living in Argentine Tango culture in the Territory.
- (3) To these ends, the Association will strive to:
  - (a) provide members with opportunities for education and training in Argentine Tango culture, including music, dance and customs;
  - (b) provide regular opportunities for members to practice their Argentine Tango knowledge and skills in a relaxed social environment (i.e. Practicas);
  - (c) provide regular opportunities for members to dance Argentine Tango in formal and semi-formal social environments (i.e. Milongas, various tango events);
  - (d) provide regular opportunities for members to learn new Argentine Tango skills and knowledge, including by hosting visiting teachers;
  - (e) provide information to members and the wider community about Argentine Tango in Darwin, the Territory and elsewhere;
  - (f) provide events in the local community that introduce the public to Argentine Tango and encourage participation in Argentine Tango culture in Darwin and, where possible, the broader Territory; and
  - (g) welcome all cultural backgrounds and cater to all levels of dancing experience, being committed to equal opportunities and achieving continuous growth for all Argentine Tango participants including Senior Territorians.
- (4) The Association may also undertake such further or other activities as are approved by the Committee from time to time, provided such activities are:
  - (a) directly aimed at achieving the purposes of the Association; or
  - (b) incidental or ancillary to, and in furtherance or in aid of achieving the

purposes of the Association.

- (5) For the avoidance of doubt, in clause 2(3), the term "provide" includes facilitating in the provision.

### 3. Minimum number of members

The Association must have at least 5 members.

### 4. Definitions

In this Constitution, unless the contrary intention appears:

**Act** means the *Associations Act 2003* and regulations made under that Act;

**Alternative Appeals Officer** means the person appointed to that position in accordance with, and subject to, the provisions contained in clause 59;

**Appeals Officer** means the person appointed to that position in accordance with, and subject to, the provisions contained in clause 59;

**Code of Conduct** has the meaning given in clause 60;

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

**eligible person** means a person who meets all of the criteria in clause 26(1);

**financial institution** means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* (Cth);

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

**member** means a member of the Association;

**present in person:**

- (a) in relation to a committee meeting, includes the meaning given in clause 39(5)(b); and
- (b) in relation to a general meeting, includes the meaning given in clause 44(4)(b);

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

**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, it 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.

### **6. Effect of Constitution**

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

### **7. Inconsistency between Constitution and Act**

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

### **8. Altering the Constitution**

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

## **Part 3 – Members**

### ***Division 1 - Membership***

### **9. Becoming a member**

- (1) **Automatic membership**
  - (a) A person who was a member of the unincorporated association known as "Northern Tango" on the day before the date of incorporation of the

Association, will automatically become a member of the Association if the person provides written notice to the Committee (before or after incorporation of the Association) agreeing to become a member of the Association:

- (i) in a form approved by the Committee; and
  - (ii) by the date determined by the Committee.
- (b) A person who meets the eligibility requirements of clause 9(1)(a) will become a member of the Association on the later to occur of the following:
- (i) the date when the person provided the Committee with a notice agreeing to become a member of the Association; and
  - (ii) the date of incorporation of the Association.

**(2) New membership**

- (a) To apply to become a member of the Association a person must:
- (i) be at least 18 years of age;
  - (ii) support the purposes of the Association;
  - (iii) agree to abide by the Constitution and the Code of Conduct;
  - (iv) submit a written application for membership to the Committee:
    - (1) in a form approved by the Committee; and
    - (2) signed by the person.
- (b) Where a person applies, in accordance with clause 9(2)(a)(iv), and pays to the Treasurer the joining fee and annual membership fee, the Treasurer may issue the person with certificate stating that the application has been made.
- (c) The Committee may determine from time to time that a person to whom a certificate has been issued under clause 9(2)(b) is eligible for the benefits that the person would otherwise be entitled to as a member of the Association, pending consideration by the Committee of the person's application under clause 10.
- (d) For the avoidance of doubt, in clause 9(2)(c), the term "benefits" does not include the rights of members conferred by this Constitution or under the Act.

**10. Approval of Committee**

- (1) The Committee must consider any application made under clause 9(2) 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 Secretary within 14 days after being advised of the rejection.
- (3) If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next committee meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

#### **11. Joining fee and registration as a member**

- (1) If an application for membership is approved by the Committee, the applicant is required to pay the membership fee before the person becomes a member.
- (2) The joining fee is the amount determined from time to time by resolution at a general meeting. The joining fee is non-refundable.
- (3) If an application for membership is approved, the person does not become a member until their name is entered on the Association's register of members. Subject to clause 11(4), this must be done within 14 days after the person pays the membership fee.
- (4) The Association must not enter the person's name on the register of members until after the general meeting has been held if:
  - (a) a person applies for membership after a notice has been given for a general meeting, and
  - (b) the general meeting has not been held when the Committee considers the person's application.

#### **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 Treasurer by the first day of each financial year or another date determined by the Committee 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 Committee determines otherwise.
- (4) The annual membership fee is non-refundable.

### ***Division 2 – Rights of members***

#### **13. General**

- (1) 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.

**14. Voting**

Each member has one vote at a general meeting of the Association.

**15. 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.

**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.
- (2) Clause 16(1) is deemed to be complied with to the extent that the relevant item is made available to members on a website or webpage controlled by the Association.

**17. Raising grievances and complaints**

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

**18. Associate members**

The Association does not have associate members.

***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 delivered (whether by email or post) to the Association or given personally to the Secretary or another committee 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 Committee must

cancel the member's membership.

## **21. Suspension or expulsion of members**

- (1) If the Committee considers that a member should be suspended or expelled for a serious or repeated breach of the Code of Conduct, or for any conduct detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must:
  - (a) be in writing and include:
    - (i) the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
    - (ii) the particulars of the conduct; and
  - (b) be given to the member not less than 30 days before the date of the committee meeting referred to in clause 21(2)(a)(i).
- (3) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Committee may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

## **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 Secretary within 14 days after receipt of the Committee's decision.
- (2) The appeal must be considered by the Appeals Officer, or if the Appeals Officer is unavailable to act as the Appeals Officer, the Alternative Appeals Officer. Before making a decision, the Appeals Officer (or Alternative Appeals Officer as the case may be) must give the member and the Committee a reasonable opportunity to be heard or to make representations in writing.
- (3) The Appeals Officer (or Alternative Appeals Officer as the case may be) must either confirm or set aside the decision of the Committee to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him or her is confirmed by the Appeals Officer (or Alternative Appeals Officer as the case may be).

## **Part 4 – Management Committee**

### *Division 1 – General*

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

- (1) The business of the Association must be managed by or under the direction of a Management Committee.
- (2) The Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (3) The Committee may appoint and remove staff.
- (4) The Committee may establish one or more subcommittees consisting of the members of the Association the Committee considers appropriate.
- (5) Committee members are volunteers and, as such, do not receive any remuneration for the work that they do as office bearer or committee members. This provision does not prevent committee members from being reimbursed for expenses incurred on behalf of the Association.

#### **24. Composition of Committee**

- (1) The Management Committee consists of:
  - (a) a Chairperson;
  - (b) a Vice-Chairperson;
  - (c) a Secretary;
  - (d) a Treasurer; and
  - (e) at least one (1) and up to three (3) other committee members.
- (2) Committee members must appoint a person from amongst their number to be the Association's public officer.
- (3) If the office of public officer becomes vacant, committee members must within 14 days after the vacancy arises, appoint a person from amongst their number to be to be the Association's public officer.
- (4) For the avoidance of confusion, the Appeals Officer and the Alternative Appeals Officer are not members of the Management Committee.

#### **25. Delegation**

- (1) The Committee 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 Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke wholly or in part the delegation.

### ***Division 2 – Tenure of office***

#### **26. Eligibility of committee members**

- (1) In order to be eligible for appointment as a committee member a person:
  - (a) must be a resident of the Territory;
  - (b) must be a member; and
  - (c) must not:
    - (i) have any convictions for offences involving dishonesty or fraud imposed during the five (5) year period immediately preceding their proposed appointment to the Committee, and must not be an undischarged bankrupt; or
    - (ii) be disqualified from managing a corporation, within the meaning of the *Corporations Act 2001* (Cth).
- (2) Before appointing a person as a committee member:
  - (a) the members present at the general meeting; and
  - (b) the committee members filling any vacancies pursuant to clause 33 (as the case may be),

must take reasonable steps to be satisfied that the person being proposed for appointment is an eligible person.
- (3) Without limiting the other methods that the members (or committee members as the case may be) may utilise in order to be satisfied that a person is eligible for appointment as a committee member, the members (or committee members as the case may be) will be deemed to have complied with the obligation specified in clause 26(2) if the person being proposed for appointment as a committee member provides a declaration in writing that they are an eligible person in a form approved by the Committee from time to time.
- (4) An eligible person may become a committee member:
  - (a) subject to the requirements specified in clauses 27, 29 and 30, by being appointed by the Association by resolution at an annual general meeting; or
  - (b) by being appointed by the Committee under clause 33;
  - (c) by being appointed by the Association by resolution at a general in the circumstances specified in clause 32(2).

## **27. Nominations for appointment to Committee**

- (1) Subject to clause 29(2) and 32(2), a member is not eligible for appointment to the Committee at an annual general meeting unless the Secretary receives a written nomination for that member by another member not less than 7 days before the date of the next annual general meeting.
- (2) The nomination must be signed by:
  - (a) the nominator and a seconder; and
  - (b) the nominee to signify his or her willingness to stand for appointment.
- (3) A person who is eligible for appointment or re-appointment under this clause 27 may:
  - (a) propose or second himself or herself for appointment or re-appointment; and
  - (b) vote for himself or herself.

## **28. Retirement of committee members**

- (1) A committee member holds office until the next annual general meeting unless the member vacates the office under clause 31 or is removed under clause 32.
- (2) Subject to clause 28(3), at an annual general meeting the office of each committee member becomes vacant and a new Committee must be appointed.
- (3) The Chairperson of the outgoing Committee must preside at the annual general meeting until a new member is appointed as Chairperson. If the Chairperson is unavailable to preside at the meeting, the Vice-Chairperson of the outgoing Committee must preside. If both are unavailable, the provisions in clause 35(3) apply.
- (4) Members may serve consecutive terms on the Committee.

## **29. Appointment by default**

- (1) If the number of eligible persons nominated for appointment to the Committee under clause 27 does not exceed the number of vacancies to be filled, the person presiding at the meeting must declare the persons to be duly appointed as members of the Committee at the annual general meeting.
- (2) If vacancies remain on the Committee after the declaration under clause 29(1), additional nominations of committee members may be accepted from the floor of the annual general meeting.
- (3) If the nominations from of eligible persons from the floor do not exceed the number of remaining vacancies, the person presiding at the meeting must declare those persons to be duly appointed as members of the Committee.

- (4) If the nominations of eligible persons 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. Appointment by ballot**

- (1) If the number of nominations of eligible persons exceeds the number of vacancies on the Committee, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (3) The eligible persons chosen by ballot must be declared by the person presiding at the meeting to be duly appointed as members of the Committee.

### **31. Vacating office**

- (1) The office of a committee member becomes vacant if:
  - (a) the person appointed to the office:
    - (i) is disqualified from being a committee member under section 30 or 40 of the Act;
    - (ii) resigns by giving written notice to the Committee;
    - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
    - (iv) ceases to be a resident of the Territory;
    - (v) ceases to be a member of the Association;
    - (vi) is found not to be eligible for appointment as a committee member;
    - (vii) is convicted of an offence involving dishonesty or fraud;
    - (viii) becomes an undischarged bankrupt; or
    - (ix) is disqualified from managing a corporation, within the meaning of the *Corporations Act 2001* (Cth); or
  - (b) the person 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.

### **32. Removal of committee member**

- (1) The Association, through a special general meeting of members, may remove any committee member before the member's term of office ends.
- (2) If a vacancy arises through removal under clause 32(1):
  - (a) nominations to fill the vacancy may be accepted from the floor of the annual general meeting;
  - (b) if only one nomination is received from an eligible person, the person presiding at the meeting must declare that person be duly appointed as a member of the Committee;
  - (c) if more than one nomination of is received from an eligible person, the procedure in clause 30 applies.

### **33. Filling casual or original vacancies**

- (1) If a vacancy remains on the Committee after the application of clause 29 or 32(2), or if the office of a committee member becomes vacant under clause 31, the Committee may appoint any eligible person to fill that vacancy.
- (2) If the total number of committee members does not make up a quorum, the residual committee members may appoint interim committee members under clause 33(1) to make up a quorum for a committee meeting.
- (3) A quorum for a committee meeting held for the purpose of filling vacancies under clause 33(2) is a majority of the remaining committee members, and if only two remain, is those two committee members. Whilst such vacancies exist, the committee members may only act or continue to act for the purpose of filling the vacancies or calling a special general meeting.

### ***Division 3 – Duties of committee members***

### **34. Collective responsibility of Committee**

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

### **35. Chairperson and Vice-Chairperson**

- (1) Subject to clauses 35(2) and 35(3), the Chairperson must preside at all general meetings and committee meetings.
- (2) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.
- (3) If the Chairperson and the Vice-Chairperson are unavailable, the presiding member for that meeting must be:

- (a) a member appointed to preside at that meeting by the other members present at the general meeting in person or by proxy if it is a general meeting; or
- (b) a committee member appointed by the other committee members present at the committee meeting in person or by proxy if it is a committee meeting.

**36. Secretary**

- (1) Subject to clause 36(2), the Secretary must:
  - (a) coordinate the correspondence of the Association;
  - (b) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act;
  - (c) maintain the register of members in accordance with section 34 of the Act;
  - (d) unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Association, other than those required by clause 37(6) to be in the custody of the Treasurer; and
  - (e) perform any other duties imposed by this Constitution on the Secretary.
- (2) The duties or functions imposed or conferred by this Constitution on the Secretary may be performed by another committee member authorised by:
  - (a) the Committee and the Secretary; or
  - (b) if the position of Secretary is vacant, the Committee.

**37. Treasurer**

- (1) The provisions in clause 37(2) to 37(7) are subject to clause 37(8).
- (2) The Treasurer must:
  - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
  - (b) pay all moneys received into the account of the Association within 5 working days after receipt;
  - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
  - (d) ensure that the requirements of clause 54(3) are satisfied.
- (3) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- (4) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.

- (5) If directed to do so by the Chairperson, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
- (6) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.
- (7) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.
- (8) The duties or functions imposed or conferred by this Constitution on the Treasurer may be performed by another committee member authorised by:
  - (a) the Committee and the Treasurer; or
  - (b) if the position of Treasurer is vacant, the Committee.

**38. Public officer**

- (1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (2) The public officer must keep a current copy of the Constitution of the Association.

**Part 5 – Meetings of Management Committee**

**39. Frequency and calling of meetings**

- (1) The Committee must meet together for the conduct of business not less than 3 times in each financial year.
- (2) All committee members must be given reasonable notice of a Committee meeting.
- (3) Committee members will usually decide at a meeting when and where the next meeting will be.
- (4) A committee member can call a Committee meeting by giving reasonable notice to all the other committee members.
- (5) (a) The Committee may permit committee members to participate in Committee meetings by:
  - (i) telephone;
  - (ii) exchange of emails;
  - (iii) online facilities; or
  - (iv) any other means of communication.
- (b) A committee member who participates in a committee meeting in accordance with a permission given by the Committee under clause 39(5)(a) is taken to be present at the meeting in person.

**40. Voting and decision making**

- (1) Each committee member present at the meeting in person or by proxy has a deliberative vote.
- (2) A question arising at a committee meeting must be decided by a majority of votes.
- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.
- (4) Committee members can pass a resolution without a Committee meeting if all committee members sign a statement saying that they are in favour of it.

**41. Quorum**

For a committee meeting, one-half of the committee members constitutes a quorum, and the quorum must be present at all times.

**42. Procedure and order of business**

- (1) The procedure to be followed at a committee meeting must be determined from time to time by the Committee.
- (2) The order of business may be determined by the committee members present at the meeting in person or by proxy.
- (3) With the exception of consideration of any item falling within a category of business determined by the Committee from time to time, only the business for which the meeting is convened may be considered at a special meeting of the Committee.

**43. Disclosure of interest**

- (1) A committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The Chairperson must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

## **Part 6 – General Meetings**

**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 Committee:

- (a) may at any time convene a special general meeting;
  - (b) must, within 30 days after it receives a request under clause 45(1), convene a special general meeting for the purpose specified in that request.
- (4) (a) The Committee may permit members to participate in general meetings, including annual general meeting and special general meetings by:
- (i) telephone;
  - (ii) exchange of emails;
  - (iii) online facilities; or
  - (iv) any other means of communication,
- but the type of technology to be used must be set out in the notice of meeting.
- (b) A member who participates in a meeting in accordance with a permission given under clause 44(4)(a) is taken to be present at the meeting.

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

- (1) One quarter (or more) of the members of the Association may make a written request to the Committee for a special general meeting.
- (2) The request must:
  - (a) state the purpose of the special general meeting; and
  - (b) be signed by the members making the request.
- (3) If the Committee fails to convene a special general meeting within the time allowed for clause 44(3)(b) – the members who made the request may convene a special general meeting as if they were the Committee.
- (4) If a special general meeting is convened under clause 45(3), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days notice of a special general meeting.
- (6) The notice must specify:
  - (a) when and where the meeting is to be held; and
  - (b) the particulars of and the order in which business is to be transacted.

#### **46. Annual general meeting**

- (1) The Secretary must give to all members not less than 21 days notice of an annual general meeting.

- (2) The notice must specify:
  - (a) when and where the meeting is to be held; and
  - (b) the particulars of and the order in which business is to be transacted.
- (3) The business for each annual general meeting is as follows:
  - (a) consideration of the accounts and reports of the Committee;
  - (b) the appointment of new committee members;
  - (c) confirming the minutes of the previous general meeting;
  - (d) considering the business or resolutions in the notice of meeting (which may include "general business").

#### **47. Special resolutions**

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

#### **48. Notice of meetings**

- (1) The Secretary must give a notice under this Part by any one or more of the following methods –
  - (a) serving it on a member personally; or
  - (b) sending it by post to the postal address of the member appearing in the register of members; or
  - (c) sending it by email to the email address of the member appearing in the register of members; or
  - (d) by publishing the notice on any one or more of the following:
    - (i) the Facebook group with the address: <https://www.facebook.com/nthntango/>
    - (ii) the website with the address: <https://www.northerntango.com.au/>
    - (iii) any other website or webpage controlled by the Association and approved from time to time by resolution at a general meeting.

#### **49. Quorum at general meetings**

- (1) The quorum for a general meeting is 5 members present at the meeting in person or by proxy and the quorum must be present at all times during the meeting.

- (2) For the sake of certainty:
  - (a) if an individual is attending both as a member and as a proxy, the individual is counted twice, except where the member on whose behalf the individual is attending as a proxy is present in person at the meeting, in which case the individual is only counted once;
  - (b) if an individual holds proxies for more than one appointing member, only one of the proxies may count towards quorum.

## **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; or
  - (b) for a meeting convened under clause 44(3)(b) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by clause 50(1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
- (3) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
- (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

## **51. Voting**

- (1) Each member present at a general meeting in person or by proxy 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 person presiding at meeting 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 person presiding at the meeting 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**

- (1) Subject to clause 53(2):
  - (a) the first financial year of the Association is the period commencing on the date of incorporation and ending on 31 March 2024;
  - (b) after that date, the financial year of the Association is each succeeding period of 12 months commencing on 1 April and ending on 31 March.
- (2) Subject to the provisions in paragraph (a) of the definition of "financial year" in section 4 of the Act, the Committee may vary the financial year of the Association from time to time by resolution.

**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 and the limits of the budget, all funds or property of the Association not subject to any special trust are available at the discretion of the Committee solely for the purpose of carrying out the purposes or objects of the Association, provided that no portion may be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by, and all electronic funds transfers must be effected under the written direction or authority of, 2 persons authorised in writing by the Committee.
- (4) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

**55. Accounts and audits**

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

**Part 8 – Grievance and disputes**

**56. Grievance and disputes procedures**

- (1) This clause 56 applies to disputes between:
  - (a) a member and another member; or
  - (b) a member and the Committee.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) for a dispute between a member and another member – a person appointed by the Committee; or
    - (ii) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
  - (a) give the parties to the mediation process every opportunity to be heard;

- (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **Part 9 – Miscellaneous**

### **57. Common seal**

- (1) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Secretary.
- (2) The affixing of the common seal of the Association must be witnessed by any 2 committee members.
- (3) The common seal of the Association must be kept in the custody of the Secretary or another person the Committee from time to time decides.

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

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another association incorporated under the Act that:
  - (a) has similar objects or purposes, or objects or purposes which substantially subsume those of the Association;
  - (b) is not carried on for the profit or gain of its individual members; and
  - (c) is determined by resolution of the members.

### **59. Appeals Officer and Alternative Appeals Officer**

- (1) At each annual general meeting the members present in person or by proxy must appoint:
  - (a) one person who satisfies the eligibility criteria in clause 59(2) to be the Appeals Officer;
  - (b) one person who satisfies the eligibility criteria in clause 59(2) to be the Alternative Appeals Officer.

- (2) In order to be eligible for appointment as the Appeals Officer or an Alternative Appeals Officer, the person:
  - (a) must be a resident of the Territory; and
  - (b) must be a member.
- (3) At each annual general meeting the person presiding will call for nominations for appointment to each position.
- (4) If the number of nominations from the floor of persons who are eligible (within the meaning of clause 59(2)) do not exceed one for a particular position to be filled, the person presiding at the meeting must declare that person duly appointed to that position (Appeals Officer or Alternative Appeals Officer as the case may be).
- (6) If the number of nominations from the floor of persons who are eligible (within the meaning of clause 59(2)) exceeds one for a particular position to be filled, a ballot must be conducted to fill that position.
- (7) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (8) A person who is eligible (within the meaning of clause 59(2)) and chosen by ballot to fill a particular position (Appeals Officer or Alternative Appeals Officer as the case may be) must be declared by the person presiding at the meeting to be duly appointed to that position.
- (9) The office of Appeals Officer or Alternative Appeals Officer becomes vacant if the person appointed to the office:
  - (a) resigns by giving written notice to the Committee;
  - (b) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
  - (c) ceases to be a resident of the Territory;
  - (d) ceases to be a member of the Association;
  - (e) is found not to be eligible for appointment as the Appeals Officer or Alternative Appeals Officer; or
  - (f) is removed by from that office by resolution of the members at a special general meeting of the Association.
- (10) A person holding the office of Appeals Officer or Alternative Appeals Officer holds that office until the next annual general meeting unless the person vacates the office under clause.
- (11) Any vacancy in the office of the Appeals Officer or Alternative Appeals Officer may be filled at a general meeting in accordance with the following procedure:

- (a) nominations to fill the vacancy may be accepted from the floor of the general meeting;
- (b) if only one nomination is received from the floor of persons who are eligible (within the meaning of clause 59(2)), the person presiding at the meeting must declare that person be duly appointed to the position; and
- (c) if more than one nomination of is received from persons who are eligible (within the meaning of clause 59(2)):
  - (i) a ballot must be conducted to fill that position;
  - (ii) the ballot must be conducted in a manner determined from time to time by resolution at a general meeting; and
  - (iii) the person who is eligible (within the meaning of clause 59(2)) and chosen by ballot to fill the position must be declared by the person presiding at the meeting to be duly appointed to the position.

**60. Code of Conduct**

- (1) The Association may adopt and from time to time amend a Code of Conduct by resolution at a general meeting.
- (2) The Code of Conduct may include guidelines for the expected behaviour of members and other persons engaged in the Association's events and other activities.
- (3) All members are bound to comply with the Code of Conduct.
- (4) Members and other persons who breach the Code of Conduct may be subject to removal from an Association event or other activity without a refund.
- (5) Without limiting or being limited by the provisions in clause 21, serious or repeated breaches of the Code of Conduct may result in a denial of future admission to Association events or participation in other Association activities.