

**CONSTITUTION OF DARWIN COMMUNITY LEGAL
SERVICE INCORPORATED**

As at 12 October 2011

**This Constitution replaces the Constitution of the Darwin Community Legal
Service Incorporated as amended at 19 June 2006.**

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PART 1 – PRELIMINARY

1. Name

The name of the incorporated Association shall be Darwin Community Legal Service Incorporated (referred to in this document as "the Association").

2. Objects and purposes

The objects of the Association shall be:

- (1) to facilitate the provision of legal advice and assistance to the community;
- (2) to provide community legal education;
- (3) to establish a resource centre for community legal projects;
- (4) to consider the need for, and lobby for, law reform; and
- (5) to advocate for social justice, particularly for people who are socially or economically disadvantaged and whose inability to access the legal system further aggravates or perpetuates their disadvantage.

3. Minimum number of members

The Association must have at least at least 5 members.

4. Definitions

In this Constitution, unless the contrary intention appears –

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

annual general meeting means the general meeting held within five months following the close of the financial year of the Association, in accordance with clause 44 of this Constitution;

application form means the form approved for use in accordance with clause 9(2) by the Board from time to time;

Board means the Board of Directors of the Association;

Director means a member of the Board including the Chairperson, Secretary and Treasurer;

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;

member means a person or body, including an unincorporated body, admitted to membership of the Association;

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

special general meeting means a meeting convened under clause 44;

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.

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. Application for membership

- (1) Any person who agrees with the objects of the Association or any body whose objects do not conflict with the objects of the Association may apply for membership.
- (2) To apply to become a member of the Association a person, or authorised representative of a body, must –
 - (a) submit a written application for membership to the Board –
 - (i) in a form approved by the Board; and
 - (ii) signed by the person or authorised representative and both of the members referred to in paragraph (b); and
 - (b) be proposed by 1 member and seconded by another member; and
 - (c) pay the joining fee and annual membership fee.
- (3) Subject to clause 10, an applicant may exercise the rights of membership described in Division 2, Part 3 upon –
 - (a) lodgment of a completed application form with the delegate nominated by the Board from time to time; and
 - (b) payment of the joining fee and annual membership fee.

10. Approval of the Board

- (1) The Board must consider any application made under clause 9 at the next available Board meeting and must ratify or reject the application at that meeting or the next.
- (2) If an application for membership is ratified by the Board the applicant becomes a member.
- (3) If an application is rejected the applicant may appeal against the decision by giving notice to the Secretary, or the delegate nominated by the Board from time to time, within 14 days after being advised of the rejection.

- (4) 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 Board meeting after receipt of the notice of appeal.
- (5) If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.
- (6) Notwithstanding that an application is rejected, any action taken by the applicant before the application is rejected, in accordance with the rights of membership, is deemed to be valid and have full force and effect.

11. Joining fee

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 Treasurer 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.
- (4) On lodging an application for membership a member is deemed to have paid his or her subscription until the following year's due date (determined in accordance with clause 12(2)) if the member pays the annual membership fee during the 3 calendar months before an annual general meeting.

Division 2 – Rights of members

13. General

A right of membership of the Association –

- (a) is not capable of being transferred or transmitted to another person or body; and
- (b) terminates on the rejection of an application for membership and cessation of membership whether by death, resignation or otherwise.

14. Voting

Subject to clause 18, each member has 1 vote at general meetings of the Association.

15. Notice of meetings and special resolutions

A person designated by the Board 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

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 Director, 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.

Division 3 – Termination, death, suspension and expulsion

18. Termination of membership

- (1) Membership of the Association may be terminated by –
 - (a) notice of resignation addressed and posted to the Association or given personally to the Chairperson, the Secretary or a delegate nominated by the Board from time to time;
 - (b) non-payment of the annual membership fee within the time allowed under clause 12(3); or
 - (c) expulsion in accordance with this Division.
- (2) Termination under subclause (a) is effective –
 - (a) at the time the notice is received by the the delegate nominated by the Board from time to time; or
 - (b) at such later time as may be specified in the notice.

19. 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.

20. 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 subclause (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. The member must be informed of the right to appeal the decision.
- (5) Subject to clause 21, 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.

21. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 20 may appeal against that suspension or expulsion by giving written notice to the Chairperson within 14 days after receipt of the Board's decision.
- (2) The appeal must –
 - (a) be considered at a special general meeting of the Association within 30 days of receipt of the notice of intention to appeal; and
 - (b) the member and the Board, or the Directors individually, 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 special 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 approved by a majority of the members present at the special general meeting.

PART 4 – BOARD OF DIRECTORS

Division 1 – General

22. Role and powers

- (1) The business of the Association must be managed by or under the direction of a 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 1 or more committees consisting of the members of the Association as the Board considers appropriate.

23. Composition of the Board

- (1) The Board will consist of at least 8 Directors and no more than 10 Directors. The Board shall be composed of the following offices –
 - (a) the Chairperson;
 - (b) the Secretary;
 - (c) the Treasurer; and
 - (d) at least 5 and no more than 7 other Directors.
- (2) Unless elected directly as a separate office holder, the Board must appoint 1 Director to be the Association's public officer.

24. Delegation

- (1) The Board may delegate to a committee 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.

25. Executive Director

- (1) The Board may appoint an Executive Director.
- (2) The Executive Director shall be engaged on terms and conditions agreed in writing between the Board and the Executive Director. The Executive Director's powers, duties and discretions include those determined by the Board from time to time.

Division 2 – Tenure of office

26. Eligibility of Directors

- (1) A Director must be a member who is 18 years old or over.
- (2) A Director must be elected to the Board at an annual general meeting or appointed under clause 33.
- (3) A Director must not hold –
 - (a) any salaried position within the Association; or
 - (b) any office of the Association for which fees are received; andno remuneration or other benefit, in cash or in kind, shall be given by the Association to any Director except for the repayment of out-of-pocket expenses.

27. Nominations for election to Board

- (1) A member is not eligible for election to the Board unless –
 - (a) the Secretary, or the delegate nominated by the Board from time to time, receives a written nomination not less than 7 days before the date of the next general meeting; or
 - (b) an oral nomination is made during the course of a general meeting in which nominations for election to the Board are being sought.
- (2) The written nomination must be signed by –
 - (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election.

- (3) The oral nomination must be made by –
 - (a) the nominee to signify his or her willingness to stand for election; and
 - (b) seconded by another member.
- (4) A person who is eligible for election or re-election under this clause may –
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.

28. Term and Retirement of Directors

- (1) A Director is elected for a term expiring at the second annual general meeting held following their election.
- (2) At an annual general meeting the offices of half the Board become vacant and elections for these offices must be held. The offices will be filled as follows –
 - (a) the Chairperson and no more than 4 Directors shall be elected at the annual general meeting held during a year ending in an odd number; and
 - (b) the Secretary, the Treasurer and no more than 3 Directors shall be elected at the annual general meeting held during a year ending in an even number;
- (3) If, at an annual general meeting, the office of a Director is vacant before the expiration of his or her term then an election for the office shall be held to ensure the composition of the Board is in accordance with clause 23. A Director elected to fill a vacancy under this clause holds office for the remainder of the term of the Director they replaced.
- (4) Directors may serve more than one term on the Board.
- (5) The Secretary must ensure that records are maintained of the individuals elected in accordance with subclause (2) including, but not limited to, the date –
 - (a) of an individual's election to office; and
 - (b) when the office becomes vacant.
- (6) Notwithstanding any provision in this clause, Part 10 will apply to both subclause (1) and (2) for the annual general meeting held during 2011.

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 Directors at the annual general meeting.

- (2) If vacancies remain on the Board after the declaration under subclause (1), additional nominations for Directors may be accepted from the floor of the general meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons nominated to be duly elected as Directors.
- (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 Board 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 the manner the Chairperson directs.
- (3) The members chosen by ballot must be declared by the Chairperson to be duly elected as Directors.

31. Vacating office

The office of a Director becomes vacant if –

- (a) the Director –
 - (i) is disqualified from being a Director 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;
 - (iv) ceases to be a resident of the Territory;
 - (v) ceases to be a member of the Association; or
 - (vi) ceases to be eligible as a Director under section 26;
- (b) the Director 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 or Secretary;

of which meetings the Director received notice and the Board has resolved to declare the office vacant.

32. Removal of a Director

- (1) The Association, through a special general meeting of members, may remove any Director before the Director's term of office ends.
- (2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.
- (3) A Director elected to fill a vacancy under this clause holds office for the remainder of the term of the Director they replaced unless the Director vacates the office under clause 31 or is removed under clause 32.

33. Filling a 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 Director 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.
- (3) A Director appointed to fill a vacancy under this clause holds office until the next annual general meeting unless the Director vacates the office under clause 31 or is removed under clause 32.

Division 3 – Directors' Duties

34. Collective responsibility of Board

- (1) As soon as practicable after being elected to the Board, each Director 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

- (1) Subject to subclause (2) and (3), the Chairperson must preside at all general meetings and Board meetings.
- (2) If the Chairperson is absent from a meeting, 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 Director elected by the other Directors present if it is a Board meeting.

- (3) The Chairperson shall be responsible for ensuring that a register of the members is kept, maintained and made available for inspection by members in accordance with section 34 of the Act.

36. Secretary

The Secretary must ensure that –

- (a) the correspondence of the Association is managed and coordinated;
- (b) minutes of all proceedings of general meetings, special general meetings and of Board meetings are kept in accordance with section 38 of the Act;
- (c) unless the members resolve otherwise at a general meeting – the safe custody of all books, documents, records and registers of the Association; and
- (d) any other duties imposed by this Constitution are performed..

37. Treasurer

(1) The Treasurer must ensure that–

- (a) the receipt of all moneys paid to or received by the Association and ensure issue receipts for those moneys are issued in the name of the Association;
 - (b) all moneys received into an account of the Association are paid within 5 working days after receipt;
 - (c) any payments authorised by the Board or by a general meeting of the Association are paid from the Association's funds; and
 - (d) cheques are signed by him or her and at least 1 other Director, or by any 2 other nominees authorised by the Board.
- (2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
 - (3) The Treasurer must co-ordinate the preparation of the Association's annual statement of accounts.
 - (4) If directed to do so by the Chairperson, the Treasurer must submit to the Board a report, balance sheet or financial statement in accordance with that direction.
 - (5) The Treasurer must ensure any other duties imposed by this Constitution on the Treasurer are performed.

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 ensure a current copy of the Constitution of the Association is kept.

PART 5 – MEETINGS OF THE BOARD

39. Frequency and calling of meetings

- (1) The Board must meet together for the conduct of business not less than 5 times in each financial year.
- (2) The Chairperson, or at least half the Directors, 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 21.

40. Voting and decision making

- (1) Each Director 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 issue is resolved in the negative.

41. Quorum

The quorum for a Board meeting shall be 5 Directors including those Directors who attend by telephone.

42. 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 Directors present at the meeting.
- (3) Only the business for which the meeting is convened may be considered at a special meeting.

43. Disclosure of interest

- (1) A Director 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 Secretary must ensure the disclosure is recorded in the minutes of the meeting.
- (3) The Chairperson must ensure a Director 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 all annual general meetings within 5 months after the end of the Association's financial year.
- (2) The Board –
 - (a) may at any time convene a special general meeting;
 - (b) must, within 30 days after the Chairperson receives a notice under clause 21(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.
- (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(2)(b) – the appeal against the decision of the Board is upheld; and
 - (b) for clause 44(2)(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 Chairperson 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 Chairperson must give to all members not less than 30 days notice of an annual general meeting.
- (2) The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
 - (a) first – the consideration of the accounts and reports of the Board;
 - (b) second – the election of new Directors;
 - (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 Chairperson 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 Chairperson must give a notice under this Part by –
 - (a) serving it on a member personally; or
 - (b) sending it by post or email or other electronic means of communication 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 a quorum is constituted by the lower of –

- (a) 10 members; or
- (b) 50% of the members.

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

51. Voting

- (1) 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 Association is the period of 12 months ending on 30 June.

54. Funds and accounts

- (1) The Association must open accounts 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 Directors or by 2 nominees who shall be determined by the Board from time to time.
- (4) All funds of the Association must be deposited into a 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 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

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 Secretary.
- (2) The affixing of the common seal of the Association must be witnessed by 2 Directors of the Board.
- (3) The common seal of the Association must be kept in the custody of the Chairperson or another nominee who shall be determined by the Board from time to time.

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 remain 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.

59. Director's Indemnity

To the extent permitted by law, the Association shall indemnify a person who is, or has been a Director, against any liability, loss or damage arising out of the execution of his or her official duties as Director which are incurred or suffered by that person in defending proceedings, whether criminal or civil, in which –

- (a) judgment is given in favour of that person;
- (b) that person is acquitted; or
- (c) the proceedings are discontinued by the initiating party.

PART 10 – TRANSITIONAL PROVISIONS

60. Establishment of the Board

- (1) At the annual general meeting held during 2011 –
 - (a) the offices of the Board becomes vacant and elections for a new Board must be held;
 - (b) the Secretary, the Treasurer and no more than 3 Directors shall be elected for a term expiring at the next annual general meeting