

This is the annexure marked “A” referred to in the statutory declaration of:

Name of public officer Peggy Cheong

Made on (date)

Before me

(signature of witness on statutory declaration)

The brief from the DCLS Board for a review of the constitution includes provision for:

- Start with the model constitution
- Consider various classes of membership – voting and non-voting
- Electronic meetings of Board including AGM
- Electronic voting at AGM
- Board out of session motions via email or other electronic means.
- Remove acceptance of nominations to the board from the floor.
- Consider how long a member needs to be a member before they can nominate for a board position or members joining after 1 September not being eligible to nominate for a board position at the AGM.

Constitution of Darwin Community Legal Service Incorporated

Contents

<u>Part 1 – Preliminary</u>	<u>6</u>
<u>1. Name</u>	<u>6</u>
<u>2. Objects and purpose</u>	<u>6</u>
<u>3. Minimum number of members</u>	<u>6</u>
<u>4. Definitions</u>	<u>6</u>
<u>Part 2 – Constitution and Powers of Association</u>	<u>7</u>
<u>5. Powers of Association</u>	<u>7</u>
<u>6. Effect of Constitution</u>	<u>7</u>
<u>7. Inconsistency between Constitution and Act</u>	<u>7</u>
<u>8. Altering the Constitution</u>	<u>7</u>
<u>Part 3 – Members</u>	<u>8</u>
<u>9. Membership</u>	<u>8</u>
<u>10. Application for membership</u>	<u>8</u>
<u>11. Approval of Board</u>	<u>8</u>
<u>12. Annual membership fees</u>	<u>9</u>
<u>13. General</u>	<u>9</u>
<u>14. Voting</u>	<u>10</u>
<u>15. Notice of meetings and special resolutions</u>	<u>10</u>
<u>16. Access to information on the Association</u>	<u>10</u>
<u>17. Raising grievances and complaints</u>	<u>10</u>
<u>18. Termination of membership</u>	<u>10</u>
<u>19. Death of member or whereabouts unknown</u>	<u>10</u>
<u>20. Suspension or expulsion of members</u>	<u>10</u>
<u>21. Appeals against suspension or expulsion</u>	<u>11</u>
<u>Part 4 – Board of Management</u>	<u>12</u>
<u>22. Role and powers</u>	<u>12</u>
<u>23. Composition of the Board</u>	<u>12</u>
<u>24. Delegation</u>	<u>12</u>
<u>25. Eligibility of Directors</u>	<u>12</u>
<u>26. Nominations for election to the Board</u>	<u>13</u>
<u>27. Term and Retirement of Directors</u>	<u>13</u>
<u>28. Election by default</u>	<u>13</u>
<u>29. Election by ballot</u>	<u>14</u>
<u>30. Vacating office</u>	<u>14</u>
<u>31. Removal of a Director</u>	<u>14</u>
<u>32. Filling a casual vacancy on Board</u>	<u>14</u>
<u>33. Collective responsibility of Directors</u>	<u>15</u>
<u>34. Chairperson</u>	<u>15</u>

35. Secretary.....	15
36. Treasurer	15
37. Public officer.....	16
Part 5 – Meetings of the Board.....	17
38. Frequency and calling of meetings	17
39. Voting and decision making.....	17
40. Out of session motions	17
41. Quorum	17
42. Procedure and order of business.....	18
43. Using technology to hold meetings of the Board.....	18
44. Disclosure of interest.....	18
Part 6 – General Meetings	19
45. Convening general meetings.....	19
46. Special General meetings	19
47. Annual General Meeting.....	20
48. Special resolutions	20
49. Notice of meetings.....	20
50. Quorum at general meetings.....	20
51. Lack of quorum	20
52. Voting.....	21
Part 7 – Financial Management	22
53. Financial year.....	22
54. Funds and accounts	22
55. Accounts and audits.....	22
Part 8 – Grievance and disputes	23
56. Grievance and disputes procedures	23
Part 9 – Miscellaneous.....	24
57. Common seal	24
58. Distribution of surplus assets on winding up.....	24
59. Director’s Indemnity.....	24
Part 1 – Preliminary	4
1. Name.....	4
2. Objects and purpose.....	4
3. Minimum number of members	4
4. Definitions.....	4
Part 2 – Constitution and Powers of Association.....	5
5. Powers of Association.....	5
6. Effect of Constitution.....	5
7. Inconsistency between Constitution and Act.....	5
8. Altering the Constitution.....	5
Part 3 – Members	6

9.	Membership.....	6
10.	Application for membership.....	6
11.	Approval of Board.....	6
12.	Annual membership fees.....	7
13.	General.....	7
14.	Voting.....	8
15.	Notice of meetings and special resolutions.....	8
16.	Access to information on the Association.....	8
17.	Raising grievances and complaints.....	8
18.	Termination of membership.....	8
19.	Death of member or whereabouts unknown.....	8
20.	Suspension or expulsion of members.....	9
21.	Appeals against suspension or expulsion.....	9
Part 4	Board of Management.....	10
22.	Role and powers.....	10
23.	Composition of the Board.....	10
24.	Delegation.....	10
25.	Eligibility of Directors.....	10
26.	Nominations for election to the Board.....	10
27.	Term and Retirement of Directors.....	11
28.	Election by default.....	11
29.	Election by ballot.....	11
30.	Vacating office.....	12
31.	Removal of a Director.....	12
32.	Filling a casual vacancy on Board.....	12
33.	Collective responsibility of Directors.....	12
34.	Chairperson.....	12
35.	Secretary.....	13
36.	Treasurer.....	13
37.	Public officer.....	13
Part 5	Meetings of the Board.....	14
38.	Frequency and calling of meetings.....	14
39.	Voting and decision making.....	14
40.	Out of session motions.....	14
41.	Quorum.....	14
42.	Procedure and order of business.....	14
43.	Using technology to hold meetings of the Board.....	15
44.	Disclosure of interest.....	15
Part 6	General Meetings.....	16
45.	Convening general meetings.....	16
46.	Special General meetings.....	16

47. Annual General Meeting.....	16
48. Special resolutions	17
49. Notice of meetings.....	17
50. Quorum at general meetings.....	17
51. Lack of quorum	17
52. Voting.....	18
Part 7— Financial Management	19
53. Financial year.....	19
54. Funds and accounts.....	19
55. Accounts and audits.....	19
Part 8— Grievance and disputes.....	20
56. Grievance and disputes procedures.....	20
Part 9— Miscellaneous.....	21
57. Common seal.....	21
58. Distribution of surplus assets on winding up.....	21
59. Director's Indemnity.....	21

DRAFT

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 purpose

The objects and purposes of the Association are as follows:

- (a) to facilitate the provision of legal advice and assistance to the community;
- (b) to provide community legal education;
- (c) to establish a resource centre for community legal projects;
- (d) to consider the need for and lobby for, law reform; and
- (e) 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 5 members.

4. Definitions

In this Constitution, unless the contrary intention appears:

'Act' means the *Associations Act 2003* (NT) and regulations made under that Act;

'Annual General Meeting' means the general meeting held within five (5) months following the close of the financial year of the Association, under clause 47 of this Constitution.

'Application' means the form approved for use under clause [109](#) by the Board from time to time;

'Association' means Darwin Community Legal Service Incorporated;

'Board' means the Board of Directors of the Association;

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

'Electronic methods' means communication using technology;

'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 under [clause 45 Part 6](#);

'Member' means a person or organisation, approved for membership by the Board;

'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 48 and passed under section 37 of the Act.

'Workforce' means employees, contractors and volunteers of the Association.

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. Membership

(1) Membership benefits and responsibilities

There is [one](#)^[TK1] class of membership. Membership benefits and responsibilities include those set out in this constitution and as determined by the Board from time to time.

Members are entitled to vote at the Annual General Meetings and Special General Meetings.

(2) Eligibility for membership

- (i) [Employed staff](#) are not entitled to become members during their employment with DCLS and for a period of 2 years after the end of their employment with DCLS.
- (ii) [Volunteers](#)^[TK2] [may be members of DCLS at the discretion of the Board. Membership for Volunteers is free.](#)
- (iii) [Persons, other than employed staff, and authorised representatives of bodies may become members.](#)

10. Application for membership

- (1) Eligible persons who agree with the objects and purpose of the Association or 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 [the latest](#) form approved by the Board; and
 - (ii) signed by the person or authorised representative and both of the members referred to in paragraph (b).
 - (b) be proposed by one member and seconded by another member.
 - (c) pay the membership fee [\(if applicable\)](#) after the membership application is approved [by the Board](#).

11. Approval of Board

- (1) The Board must consider any application made under clause [10](#) at the next available Board 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, or delegate nominated by the Board from time to time, 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 [Board 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. The Board is not required to provide reasons for its decision [to reject an application for membership](#).

12. Annual membership fees

- (1) The annual membership fee is the amount determined from time to time by resolution by the Board.
- (2) Each member must pay the annual membership fee to the Association once their membership application has been approved by the Board.
- (3) A member whose membership fee is not paid within 2 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 rejection of an application for membership and cessation of membership whether by death, resignation or otherwise.
 - (c) A member whose membership fee is not paid within 2 months of Board approval of their membership ceases to be a member.
- (3) The Act gives members of the Association the right to:
 - (a) Vote on resolutions;
 - (b) Attend general meetings;
 - (c) Inspect certain records and documents of the Association, including the register of members and the general meeting minutes upon request;
 - (d) Be given access to, or in some cases received notice of, the statement of accounts for the previous financial year required by the Act at least 14 days before an Annual General Meeting, and have access to a copy of these documents immediately before and during the Annual General Meeting;
 - (e) Be giving at least 14 days' notice of any general meetings where the association intends to propose a special resolution, accompanied by a notice of intention to propose the resolution;
 - (f) Not be defrauded or deceived by an officer of the Association; and
 - (g) Access to dispute resolution procedure as set out in this Constitution and the right to natural justice in respect to the resolution of certain internal disputes.

14. Voting

- (1) Subject to subclause (2) and clause ~~12(3)~~~~TK4~~9(a), each member has one vote at general meetings of the Association.
- (2) A member is not eligible to vote unless they have applied for membership using the approved form, the application has been approved by the Board and the member has paid the membership fee.

15. Notice of meetings and special resolutions

The Secretary or a person delegated 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 the 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 Board member, the Board or another member of the Association in relation to the activities of DCLS.
- (2) The grievance or complaint must be dealt with in accordance with the procedures set out in Part 8 of this Constitution.

Division 3 – Termination, death, suspension and expulsion

18. Termination of membership

- (1) Membership of the Association may be terminated by:
 - (a) a notice of resignation addressed and delivered to the Association or given personally to the Secretary or another Board member;
 - (b) non-payment of the annual membership fee within the time allowed under clause 12(3); or
 - (c) expulsion under this Division.
- (2) Termination under subclause 18.1 (a) is effective:
 - (a) at the time the notice is received by the Secretary or another Board member; 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 is unknown, the Board may cancel ~~and terminate~~~~TK5~~ the member's membership.

20. Suspension or expulsion of members

- (1) If the Board considers that a member should be suspended or expelled because their conduct is detrimental to the interests of the Association or is likely to bring the Association

into disrepute, the Board must give notice of the proposed suspension or expulsion to the member.

- (2) The notice of proposed suspension or expulsion 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 14 days before the date of the Board meeting referred to in paragraph 2(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 21~~0~~, the decision to suspend or expel a member takes effect immediately 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 notice to the Chairperson within 14 days after receipt of the Board's decision.
- (2) The appeal must be considered at a general meeting or special general meeting of the Association within 60 days of the receipt of the notice of intention to appeal 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. Check whether this is required by the Associations Act and if not remove.
- (3) The members present at the general meeting or 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 of the members.

Part 4 – Board of Management

Division 1 – General

22. Role and powers

- (1) The business of the Association must be managed 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 or Special General meeting of members.
- (3) The Board may establish one or more subcommittees consisting of the members of the Association the Board considers appropriate.
- (4) The Board may appoint and remove staff.
- (5) The Board may appoint a Chief Executive Officer (CEO).
- (6) The CEO shall be engaged on terms and conditions agreed in writing between the Board and the CEO.
- (7) The CEO's powers, duties and discretions include those determined by the Board from time to time.

23. Composition of the Board

- (1) The Board consists of:
 - (a) A Chairperson;
 - (b) A Secretary;
 - (c) A Treasurer; and
 - (d) at least 3 and no more than 7 other Directors.
- (2) The Board must appoint one Director or the Chief Executive Officer to be the Association's Public Officer.

24. Delegation

- (1) The Board may delegate to a subcommittee or an employee of the Association, 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

25. Eligibility of Directors

- (1) A Director must be a member who is 18 years of age or over.
- (2) A Director must be elected to the Board at an Annual General Meeting or appointed under clause 32.

~~(2)(3)~~ A Director may reside outside of the Northern Territory of Australia. ~~(TK6)~~

26. Nominations for election to the Board

- (1) A member is not eligible for election to the Board unless:
 - (a) the Secretary or delegate nominated by the Board from time to time receives a compliant written nomination for that member not less than 7 days before the date of the next Annual General Meeting.
 - (b) the member has joined or rejoined the Association and their membership has been approved by the board and the membership fee paid 30 ~~September days before the Annual General Meeting is held.~~
- (2) The nomination form must be signed by:
 - (a) the member nominator and a member seconder; and
 - (b) the nominee to signify a willingness to stand for election.
- (3) A person who is eligible for election or re-election under this clause may vote for themselves.

27. 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 positions 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 position of a Director is vacant before the expiration of their term then an election for the office shall be held to ensure the composition of the Board is under 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 under subclause (2) including, but not limited to, the date:
 - (a) of an individual's election to office; and
 - (b) when the office becomes vacant.

28. Election by default

- (1) If the number of persons nominated for election to the Board under clause 26 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 the nominations are less than the number of vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Board under clause 32.

29. Election by ballot

- (1) If the number of valid 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 the Chairperson directs.
- (3) The members chosen by ballot must be declared by the Chairperson to be duly elected as members of the Board.
- (4) Any ballot papers used for the election shall be destroyed immediately following the declaration of the election.

30. Vacating office

The office of a Board member becomes vacant if:

- (a) the member:
 - (i) is disqualified from being a [Boardcommittee](#) member under section 30 or 40 of the Act; (~~note this question needs to be added to our Nomination form for Board membership~~)
 - (ii) resigns by giving written notice to the Secretary or Chairperson;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iv) ceases to be a member of the Association;
 - (v) in relation to the Public Officer, ceases to be a resident of the Northern Territory.
- (b) the member is absent from more than:
 - (i) 3 consecutive Board meetings without tendering an apology; or
 - (ii) 3 Board meetings in the same financial year without tendering an apology to the Secretary or Chairperson of which meetings the member received a notice and the Board has resolved to declare the office vacant;

31. 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), then the position becomes a casual vacancy and may be filled by appointment by the Board in accordance with clause 32.

32. Filling a casual vacancy on Board

- (1) If a vacancy remains on the Board after the application of clause 28 or if the office of a Director becomes vacant under clause 30 or 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 within 14 days after the vacancy arises.
- (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 30 or is removed under clause 31.

Division 3 – Directors' Duties

33. Collective responsibility of Directors

- (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 Directors are collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

34. Chairperson

- (1) Subject to subclause (2), 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 Director elected by the other Directors 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 the register of members is kept, maintained and made available for inspection by members under section 34 of the Act.

35. Secretary

The Secretary must ensure that adequate systems exist to facilitate:

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

36. Treasurer

- (1) The Treasurer must ensure that adequate systems exist to facilitate:
 - (a) receive all moneys paid to or received by the Association and ensure receipts are issued for those moneys in the name of the Association;
 - (b) all moneys received are paid into the account of the Association immediately or within 2 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) payments of any sort are authorised by the Treasurer and another Director or by any 2 other nominees authorised by the Board
- (2) The Treasurer must ensure the accounting records of the Association are kept under section 41 of the Act.
- (3) The Treasurer must coordinate 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 Committee a report, balance sheet or financial statement under that direction.
- (5) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

37. Public officer

The Public Officer must:

- (1) ensure that documents are filed with the Commissioner of Consumer Affairs under sections 23, 28 and 45 of the Act.
- (2) keep a current copy of the Constitution of the Association.
- (3) Be a resident of the Northern Territory of Australia as specified in section 27(4)(f) of the Act.

DRAFT

Part 5 – Meetings of the Board

38. 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 Board 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 21 or for some other reason.

~~(3)~~

39. 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 Chairperson or person presiding at the meeting has a deliberate vote and when a status quo has a casting vote.

40. Out of session motions

- (1) The Directors may pass an out of session motion circular motion without a Directors' meeting being held.
- (2) A circular motion is passed if a majority of Directors entitled to vote on the motion sign or otherwise agree to the motion in the manner set out in clauses 40(3) or 40(4).
- (3) Each Director may sign:
 - (a) A single document setting out the resolution and containing a statement that they agree to the motion; or
 - (b) Separate copies of that document as long as the wording of the motion is the same in each copy.
- (4) The Association may send a circular motion by email to the Directors and the Directors may agree to the motion resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- (5) A circular motion is passed when a majority of Directors signs or otherwise agree to the motion in the manner set out in clauses 40(3) or 40(4).

41. Quorum

- (1) For a Board meeting, five (5) Directors in person or electronically, constitute a quorum. A quorum must be present for the whole Board meeting.
- (2) No business may be conducted if a quorum is not present.
- (3) If there is no quorum present within 30 minutes after the starting time stated in the notice of the meeting, the meeting will be adjourned to a date, time and place that the Chairperson specifies.

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

43. Using technology to hold meetings of the Board

(1) The BoardDirectors may hold their meetings by using any technology (such as video or teleconferencing or other electronic means).

(2) Directors attending by electronic means are considered present.

(4)(3)

44. 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 under section 31 of the Act.
- (2) The Secretary must ensure a record the disclosure is made 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.

Part 6 – General Meetings

45. Convening general meetings

- (1) The Association must hold all subsequent 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 Secretary 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 46(24), convene a Special General meeting for the purpose specified in that request.

(3) The Board may hold general meetings by using any technology such as video or teleconferencing or other electronic means.

(4) Where a general meeting is held electronically or voting is facilitated by electronic means, the Board may end the voting process up to 7 days before the general meeting is held in which case the result of the vote is declared at the general meeting.

(e) (5) Members attending electronically are considered present.

46. Special General meetings

(1) The Board may at any time convene a Special General meeting;

(2) Special General meetings may be held using any technology such as video or teleconferencing or other electronic means.

(3) Members attending electronically is considered present

(4) 5 members can request a Special General meeting by making requires 5 members who make a written request to the Board.

(2)(5) The request must:

- (a) state the purpose of the Special General meeting; and
- (b) be signed by the members making the request.

(3)(6) If the Board fails to convene a Special General meeting within the time allowed:

- (a) for clause 45(2)(b) – the appeal against the decision of the Board is upheld; and
- (b) for clause 45(2)(c) – the members who made the request may convene a Special General meeting as if they were the Board.

(4)(7) If a Special General meeting is convened under subclause (43)(b), the Association must meet any reasonable expenses of convening and holding the Special General meeting.

(5)(8) The Secretary or their delegate, must give to all members not less than 30 days notice of a Special General meeting.

(6)(9) The notice must specify:

- (a) when and where the meeting is to be held; and

- (b) the particulars of the matter; and
- (c) the order in which business is to be transacted.

47. Annual General Meeting

- (1) The Secretary or their delegate, 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.

48. Special resolutions

- (1) A special motion may be moved at any general meeting of the Association.
- (2) The Secretary must give all members not less than 30 days notice of the meeting at which a special motion is to be proposed.
- (3) The notice must include the motion to be proposed and the intention to propose the motion as a special resolution.
- (4) A special motion can only be passed by at least three-quarters of the votes, in accordance with 37(b) of the Act, of those members of the association who are entitled to vote, and who vote whether by proxy or in person in accordance with 37(b) of the Act.

49. Notice of meetings

- (1) The Secretary or delegate must give a notice under this Part by –
 - (a) serving it on a member personally; or
 - (b) sending it by electronic means or by post to a member at the address of the member appearing in the register of members.
- (2) If a notice is sent under subclause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and sent to the member.

50. Quorum at general meetings

At a general meeting a quorum is constituted by the lower of:

- (1) 10 members; or
- (2) 50% of the members.

51. 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 Special General Meeting convened under clause 45(2)(a) – the meeting stands adjourned to a date and place nominated by the Board;
 - (b) for a meeting convened under clause 45(2)(b) – the members who are present in person or by electronic means may proceed with hearing the appeal for which the meeting is convened; or
 - (c) for a meeting convened under clause 45(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 electronic means 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 the business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (5) If a general meeting is adjourned for 30 days or more, the Secretary or delegate must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

52. Voting

(1) The Board will determine how voting shall proceed and whether voting by proxy and/or voting by electronic means will be made available.

~~(1)~~(2) Subject to clauses 14(2) and ~~12(3)~~12(3)TK79(a), each member present in person, by proxy (if available) or by electronic means (if available) at a general meeting is entitled to a deliberative vote.

~~(2)~~(3) At a general meeting:

- (a) an ordinary resolution put to the vote is decided by a majority of votes made in person, by proxy (if available) or by electronic means (if available); 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 (if available) or by electronic means (if available), vote in favour of the resolution.

~~(3)~~(4) A poll may be demanded by the Chairperson or by 3 or more members present in person or by electronic means.

~~(4)~~(5) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

Part 7 – Financial Management

53. Financial year

The financial year of the Association is 12 months ending on 30 June of any given 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, the Board may approve expenditure on behalf of the Association.
- (3) All payments must be signed by 2 Board members or 2 persons authorised by the Board.
- (4) All funds of the Association must be deposited into the financial accounts of the Association no later than 2 working days after receipt or as soon as practicable after that day.

55. Accounts and audits

The responsibility of the Board under clause 334(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 in relation to the activities of DCLS between:
 - (a) 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) The Board may appoint a Director delegate or Director delegates to attend on behalf of the Board.
- (4) If the parties are unable to resolve the dispute at the meeting then a independent mediator may be appointed at the discretion of the Board.
- (5) The independent mediator must be:
 - (a) a person chosen by agreement between the parties;
- (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.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties 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 process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation does not result in the dispute being resolved, the parties may seek to resolve the dispute under 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 or delegate.
- (2) The affixing of the common seal of the Association must be witnessed by 2 Directors of the Board.

The common seal of the Association must be kept in the custody of the Secretary or another person the Board 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 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 members; and
 - (c) is determined by the 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 their official duties as Director which are incurred or suffered by that person in defending proceedings, whether criminal or civil, in which:

- (1) judgment is given in favour of that person;
- (2) the person is acquitted; or
- (3) the proceedings are discontinued by the initiating party.