

Freds Pass Sport and Recreation Management Board Incorporated

Constitution

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1. Preliminary

1.1 Name

The name of the incorporated association ("**Association**") is stated in Item 1.1 of the Schedule.

1.2 Objects and purposes

The objects and purposes of the Association are specified in Item 1.2 of the Schedule.

1.3 Minimum number of Members

The Association must have at least the number of Members as specified in Item 1.3 of the Schedule.

1.4 Definitions

In this Constitution, unless the contrary intention appears:

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

Board means the management committee under the Act;

Board Member means a person appointed in accordance with clause 4;

Constitution means this constitution including the Schedule;

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 6.1;

Item means an item to the Schedule;

Life Member means a User Group Member who is a member appointed in accordance with clause 3.14 and Life Membership is membership held by a Life Member;

Member means a member of the Association;

Non-Voting Observer means a natural person referred to in clauses 4.2(a)(iii), 4.2(b)(iii) and 4.6.

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

Reserve means the Freds Pass Reserve, in Litchfield Shire more particularly described as

(a) Section 1817 Hundred of Strangways (20A Bees Creek Road, Freds Pass); and

(b) Section 5467 Hundred of Strangways (20 Bees Creek Road, Freds Pass);

Schedule means the schedule to this Constitution;

Special Resolution means a resolution notice of which is given under clause 6.4 and passed in accordance with section 37 of the Act;

User Group means a corporation, government body, division, association (whether or not incorporated) who uses (or the Board agrees may in the future use) the Reserve for purposes consistent with the Associations objects and purposes; and

User Group Member means a person who is a member or was a member of an association or club conducted by a Member.

1.5 Interpretation

In this Constitution:

- (a) headings are for convenience only and do not affect interpretation;
- and unless the context otherwise requires:
- (b) words denoting the singular number include the plural and vice versa, and words denoting any gender include all genders;
 - (c) a reference to a clause, sub-clause, or schedule is a reference to a clause, sub-clause, or schedule in or to this Constitution;
 - (d) a reference to this Constitution, or any other agreement, agreement or instrument will be deemed to include references to this Constitution, other agreement, agreement or instrument as varied or supplemented from time to time;
 - (e) a reference to any legislation or statute shall include a reference to any amendment, re-enactment, variation or extension thereof or statutory provision substituted therefore;
 - (f) where any word or phrase is given a defined meaning, any other part of speech or grammatical form in respect of that word or phrase has a corresponding meaning; and
 - (g) the word "includes" in any form is not a word of limitation.

2. Powers of Association

2.1 Powers of association

- (a) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- (b) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
 - (i) acquire, hold and dispose of real or personal property;
 - (ii) acquire, hold and dispose of preference or ordinary shares, notes or debentures or other securities of any company whether a public or proprietary company or any corporation carrying on business in the Northern Territory or elsewhere whether or not there is a liability in respect of any such shares;
 - (iii) to manage and maintain the property and premises of the Association in a state consistent with its objects and business operations and in accordance with the terms of any lease in relation to such property;

- (iv) open and operate accounts with financial institutions;
- (v) make, draw, accept, endorse, execute and issue negotiable or transferable instruments;
- (vi) invest its money in any security in which trust monies may lawfully be invested;
- (vii) raise and borrow money on the terms and in the manner it considers appropriate;
- (viii) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (ix) appoint agents to transact business on its behalf;
- (x) enter into any other contract it considers necessary or desirable;
- (xi) to print and publish any newspaper, periodical, book or leaflet that the Association thinks desirable for the promotion of its objects;
- (xii) to subscribe or guarantee or make donations for charitable or benevolent purposes to any charitable or community body;
- (xiii) to buy, sell and deal in goods and services necessary for the normal business operations of the Association and for the earning of income;
- (xiv) to purchase, take on, lease and otherwise acquire lands, buildings, easements or property;
- (xv) to allow the property of the Association of whatsoever kind to be used to secure a mortgage, lien or charge for the procurement of monies, goods or services for the Association; and
- (xvi) take or hold mortgages, liens and charges and to secure payment of any part of the Association's property or whatsoever kind sold by the Association or monies of any kind due to the Association.

2.2 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.

2.3 Inconsistency between Constitution and Act

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

2.4 Altering the Constitution

- (a) The Association may alter this Constitution by Special Resolution but not otherwise.
- (b) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

3. Members

3.1 Application for membership

To apply to become a Member of the Association a User Group must:

- (a) submit a written application for membership to the Board:
 - (i) in a form approved by the Board; and
 - (ii) signed by a person on behalf of the User Group and both of the Members referred to in clause 3.1(b); and
- (b) be proposed by one Member and seconded by another Member.

3.2 Approval of Board

- (a) The Board must consider any application made under clause 3.1 at the next available Board meeting and must accept or reject the application at that meeting or the next.
- (b) 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.
- (c) 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.
- (d) If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.

3.3 Joining fee

- (a) If an application for membership is approved by the Board, the applicant becomes a Member on payment of the joining fee.
- (b) The joining fee is either:
 - (i) a pro rata annual fee based on the remaining part of the financial year; or
 - (ii) the amount determined from time to time by resolution at a General Meeting.

3.4 Annual membership fees

- (a) The annual membership fee is the amount determined from time to time by resolution at a General Meeting.
- (b) 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.
- (c) A Member whose subscription is not paid within 3 months after the due date ceases to be a Member unless the Board determines otherwise.

3.5 General

- (a) Subject to clause 3.5(b), a Member may exercise the rights of membership when his or her name is entered in the Register of Members.
- (b) A right of membership of the Association:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates on the cessation of membership whether by death, resignation or otherwise.

3.6 Voting

- (a) Subject to clause 3.6(b) each Member has one vote at General Meetings of the Association (as does each Life Member).
- (b) A Member is not eligible to vote until 10 working days after his or her application has been accepted.

3.7 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.

3.8 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; and
- (c) annual reports and annual financial reports.

3.9 Raising grievances and complaints

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

3.10 Termination of membership

Membership of the Association may be terminated by:

- (a) a notice of resignation addressed and posted 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 3.4(c); or
- (c) expulsion in accordance with clause 3.12.

3.11 Cessation of Member

If a Member ceases to exist, the Board must cancel the Member's membership.

3.12 Suspension or expulsion of Members

- (a) If the Board considers that a Member should be suspended or expelled because its conduct is detrimental to the interests of the Association, the Board must give notice of the proposed suspension or expulsion to the Member.
- (b) The notice must:
 - (i) be in writing and include:
 - A. the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
 - B. the particulars of the conduct; and
 - (ii) be given to the Member not less than 30 days before the date of the Board meeting referred to in clause 3.12(b)(i)A.
- (c) At the meeting, the Board must afford the Member a reasonable opportunity to be heard or to make representations in writing.
- (d) 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.
- (e) Subject to clause 3.13, 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.

3.13 Appeals against suspension or expulsion

- (a) A Member who is suspended or expelled under clause 3.12 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Board's decision.
- (b) The appeal must be considered at a General Meeting of the Association and the Member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (c) The Members present at the General Meeting must, by resolution, either confirm or set aside the decision of the Board to suspend or expel the Member.
- (d) 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.

3.14 Life Members

The Board may confer Life Membership of the Association upon any User Group Member who, in the opinion of the Board has given 7 or more years outstanding service to:

- (a) the Association; or
- (b) any predecessor of the Association;

Providing:

- (c) the Board may only confer Life Membership on one User Group Member once in any calendar year; and
- (d) The person agrees to be bound by this Constitution.

3.15 Life Members Bound to this Constitution

- (a) A Life Member may vote at General Meetings only (and not at any Annual General Meeting) and may be dealt with according to clause 3.11 to 3.13 respectively as if the Life Member were a Member.
- (b) A Life Member may not otherwise exercise any of the rights of a Member.

4. Board

4.1 Role and powers

- (a) The business of the Association must be managed by or under the direction of a Board.
- (b) 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.
- (c) The Board may appoint and remove staff.
- (d) The Board may establish one or more subcommittees consisting of the Members of the Association the Board considers appropriate.

4.2 Composition of Board

- (a) The Board will be constituted by seven (7) Board Members as follows:
 - (i) Four (4) User Group Board Members (as defined in clause 4.4);
 - (ii) Three (3) Independent Board Members (as defined in clause 4.5); and
 - (iii) One (1) Non-Voting Observer nominated by Litchfield Council;each of whom must satisfy the requirements in Item 1.6.
- (b) The Board will be selected as follows:
 - (i) The annual General Meeting held in accordance with clause 6.1(b) will elect the User Group Board Members in accordance with clause 4.4;
 - (ii) The Board will appoint the Independent Board Members in accordance with clause 4.5;
 - (iii) The Litchfield Council may nominate one (1) Non-Voting Observer in accordance with clause 4.6.
- (c) The Board will be following the election of each Board in accordance will clause

4.2(a) subject to vacancy elect:

- (i) a Chairperson;
- (ii) a Vice-Chairperson;
- (iii) a Secretary; and
- (iv) a Treasurer

- (d) Unless elected directly as a separate office holder, the Board must appoint one Board Member to be the Association's public officer.
- (e) where the Board Member being replaced is the public officer, the Board must elect a new public officer within fourteen (14) days.

4.3 Delegation

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

4.4 Annual General Meeting – User Group Board appointments

- (a) The annual General Meeting (AGM) must call for nominations for the Board from User Group Members ('User Group Board Members').
- (b) Subject to office vacancies the AGM will elect such number of User Group Board Members necessary to bring the number of User Group Board Members on the Board to four (4) in total.

4.5 Board applications – Independent Board appointments

- (a) Immediately following the AGM referred to in clause 4.4, the User Group Board Members must call for applications for Board Membership (in a form acceptable to them) from persons who:
 - (i) are independent and have no formal association or affiliation with the Members and User Groups;
 - (ii) will meet the Boards objectives for the Association over the next 2 years; and
 - (iii) have the necessary expertise and skills to add value to the Board;
 - (iv) are person of good standing in the community;('Independent Board Members').
- (b) The User Group Board Members must select and appoint the Independent Board Members from the applications referred to in clause 4.5(a).

- (c) Subject to office vacancies the Board must select and appoint the number of Independent Board Members necessary to bring the number of Independent Board Members on the Board to three (3) in total.

4.6 Litchfield Council - Board appointment

Immediately following the annual General Meeting referred to in clause 4.4:

- (a) Litchfield Council may nominate a person as a Non-Voting Observer ('Nominee') by notice in writing to the Board for endorsement by the Board;
- (b) the Board, if satisfied that the Nominee meets the requirements in Item 1.6 and is otherwise acceptable to it, shall appoint the Nominee to the Board;
- (c) if the Board resolves not to appoint the Nominee to the Board it shall notify Litchfield Council who may then nominate another person whereupon clauses 4.6(a), 4.6(b), 4.6(c) shall apply until a Nominee is appointed by the Board.

4.7 Transitional Provisions for Board Membership

- (a) On the date that this Constitution comes into effect the eight (8) Committee members under the former Constitution will be deemed to be 'Board Members' for the purposes of and take up office as Board Members under this Constitution; and
- (b) The six (6) longest serving former Committee members ('including the independent committee members') will vacate office as Board Members (under this Constitution) on the date of the next AGM following adoption of this Constitution; and
- (c) Two (2) User Group Board Members will be elected in accordance with clause 4.4 and Independent Board Members and the Litchfield Board Member will be appointed in accordance with clauses 4.5 and 4.6 and elect officers in accordance with clause 4.2(c), 4.2(d) and 4.2(e).
- (d) The Board Members remaining on the Board following the vacancies under clause 4.7(a) will hold office as User Group Board Members (under this Constitution) until the next AGM which is after the AGM referred to in clause 4.7(b);
- (e) The Board Members elected in accordance with clause 4.7(c) will have terms in office in accordance with clause 4.8.

4.8 Term of Board Membership

- (a) A Board Member (excepting those referred to in clause 4.7(d)) holds office until the second annual General Meeting following that Board Members appointment unless the Board Member vacates the office under clause 4.9 or is removed under clause 4.10.
- (b) Board Members may serve consecutive two (2) year terms on the Board, up to a maximum of three (3) consecutive terms.

4.9 Vacating office

The office of a Board Member becomes vacant if:

- (a) the Board Member:

- (i) ceases office in accordance with clause 4.8;
 - (ii) is disqualified from being a Board Member under section 30 or 40 of the Act;
 - (iii) resigns by giving written notice to the Board;
 - (iv) ceases to be a resident of the Territory; or
- (b) the Board Member is absent from more than:
- (i) 3 consecutive Board meetings; or
 - (ii) 3 Board meetings in the same financial year without tendering an apology to the Chairperson;
- of which meetings the Board Member received notice and the Board has resolved to declare the office vacant.

4.10 Removal of Board Member

- (a) The Association, through a special General Meeting of Members, may remove any Board Member or Board Members before that Member or Members term of office ends.
- (b) If a vacancy arises through removal under clause 4.10(a), an election must be held at the special General Meeting to fill the vacancy or vacancies.

4.11 Collective responsibility of Board

- (a) As soon as practicable after being elected to the Board, each Board Member must become familiar with the Act and regulations made under the Act.
- (b) The Board is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

4.12 Chairperson and Vice-Chairperson

- (a) Subject to clauses 4.12(b) and 4.12(c), the Chairperson must preside at all General Meetings and Board meetings.
- (b) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the Board meeting.
- (c) If the Chairperson and the Vice-Chairperson are both absent, the presiding person for that meeting must be:
 - (i) a person elected by the other Members present if it is a General Meeting; or
 - (ii) a Board Member elected by the other Board Members present if it is a Board meeting.

4.13 Secretary

The Secretary must:

- (a) coordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of General Meetings and of Board 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 4.14(e) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

4.14 Treasurer

- (a) The Treasurer must:
 - (i) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (ii) pay all moneys received into the account of the Association within 5 working days after receipt;
 - (iii) make any payments authorised by the Board or by a General Meeting of the Association from the Association's funds; and
 - (iv) ensure cheques are signed by him or her and at least one other Board Member, or by any 2 other Board Members authorised by the Board.
- (b) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- (c) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.
- (d) 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.
- (e) 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.
- (f) The Treasurer must perform any other duties imposed by this Board on the Treasurer.

4.15 Filling casual vacancy on Board

- (a) If a vacancy arises on the Board more than 21 days prior to the Annual General Meeting, the vacancy will be filled with a casual appointment.
- (b) Where the vacancy is a User Group Board Member, the Board shall make the appointment and the casual appointment will continue until the next Annual General Meeting.
- (c) Where the vacancy is an Independent Board Member position, the Board shall make the appointment and the casual appointment will continue until the expiration of the term of the Independent Board Member's position being filled.

- (d) Where the vacancy is the Board Member appointed by Litchfield Council, Litchfield Council will be requested to make the appointment and the casual appointment will continue until the expiration of the term of the Litchfield Council Member's position being filled.

4.16 Public officer

- (a) 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.
- (b) The public officer must keep a current copy of the Constitution of the Association.

5. Meetings of Board

5.1 Frequency and calling of meetings

- (a) The Board must meet together for the conduct of business not less than 8 times in each financial year.
- (b) The Chairperson, or at least half the Board Members, may at any time convene a special meeting of the Board.
- (c) A special meeting may be convened to deal with an appeal under clause 3.13.

5.2 Voting and decision making

- (a) Each Board Member present at the meeting has a deliberative vote.
- (b) A question arising at a Board meeting must be decided by a majority of votes.
- (c) If there is no majority, the person presiding at the meeting does not have a casting vote in addition to a deliberative vote.

5.3 Quorum

For a Board meeting, one-half of the total Board Members plus one Board Member constitutes a quorum except when exercising a power to appoint a Board Member or Board Members in which case one half of the current Board Members on the Board will constitute a quorum.

5.4 Procedure and order of business

- (a) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (b) The order of business may be determined by the Board Members present at the meeting.
- (c) Only the business for which the meeting is convened may be considered at a special meeting.

5.5 Disclosure of interest

- (a) A Board Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Board in accordance with section 31 of the Act.

- (b) The Secretary must record the disclosure in the minutes of the meeting.
- (c) 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.

6. General Meetings

6.1 Convening General Meetings

- (a) The Association must hold its first annual General Meeting within 18 months after its incorporation.
- (b) The Association must hold all subsequent annual General Meetings within 5 months after the end of the Association's financial year.
- (c) The Board:
 - (i) may at any time convene a special General Meeting;
 - (ii) must, within 30 days after the Secretary receives a notice under clause 3.13(a), convene a special General Meeting to deal with the appeal to which the notice relates; and
 - (iii) must, within 30 days after it receives a request under clause 6.2(a), convene a special General Meeting for the purpose specified in that request.

6.2 Special General Meetings

- (a) One half the total number of Members (plus one (1) Member) constituting a quorum for a General Meeting may make a written request to the Board for a special General Meeting.
- (b) The request must:
 - (i) state the purpose of the special General Meeting; and
 - (ii) be signed by the Members making the request.
- (c) If the Board fails to convene a special General Meeting within the time allowed:
 - (i) for clause 6.1(c)(ii) - the appeal against the decision of the Board is upheld; and
 - (ii) for clause 6.1(c)(iii) - the Members who made the request may convene a special General Meeting as if they were the Board.
- (d) If a special General Meeting is convened under clause 6.2(c)(ii), the Association must meet any reasonable expenses of convening and holding the special General Meeting.
- (e) The Secretary must give to all Members not less than 21 days' notice of a special General Meeting.
- (f) The notice must specify:

- (i) when and where the meeting is to be held; and
- (ii) the particulars of and the order in which business is to be transacted.

6.3 Annual General Meeting

- (a) The Secretary must give to all Members not less than 30 days' notice of an annual General Meeting.
- (b) The notice must specify:
 - (i) when and where the meeting is to be held; and
 - (ii) the particulars of and the order in which business is to be transacted.
- (c) The order of business for each annual General Meeting is as follows:
 - (i) first - the consideration of the accounts and reports of the Board;
 - (ii) second - any other business requiring consideration by the Association at the meeting.

6.4 Special resolutions

- (a) A Special Resolution may be moved at any General Meeting by the Board.
- (b) The Secretary must give all Members not less than 21 days' notice of the meeting at which a Special Resolution is to be proposed.
- (c) The notice must include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.

6.5 Notice of meetings

- (a) The Secretary must give a notice under this clause 6 by:
 - (i) serving it on a Member personally; or
 - (ii) sending it by post to a Member at the address of the Member appearing in the Register of Members.
- (b) If a notice is sent by post under clause 6.5(a)(ii), sending of the notice is taken to have been properly affected if the notice is addressed and posted to the Member by ordinary prepaid mail.

6.6 Quorum at General Meetings

At a General Meeting, the number or the proportion of Members present in person specified in Item 1.4 of the Schedule constitutes a quorum.

6.7 Lack of quorum

- (a) If within 30 minutes after the time specified in the notice for the holding of a General Meeting a quorum is not present:

- (i) for an annual General Meeting or special General Meeting convened under clause 6.1(c)(i) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
 - (ii) for a meeting convened under clause 6.1(c)(ii) – the Members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
 - (iii) for a meeting convened under clause 6.1(c)(iii) – the meeting lapses.
- (b) If within 30 minutes after the time appointed by clause 6.7(a)(i) 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.
 - (c) 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.
 - (d) 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.
 - (e) 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.

6.8 Voting

- (a) Subject to clauses 3.6(b) each Member (including a life Member) present in person or by proxy at a General Meeting is entitled to a deliberative vote.
- (b) At a General Meeting:
 - (i) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - (ii) 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.
- (c) A poll may be demanded by the Chairperson or by 3 or more Members present in person or by proxy.
- (d) If demanded, a poll must be taken immediately.
- (e) The Poll shall be taken by way of written vote where:
 - (i) each Member present in person or by proxy shall express its vote;
 - (ii) each vote shall be placed in an open container provided by:
 - A. the Chairperson (where the Chairperson has called for the Poll) together with another person elected to manage the Poll with the Chairperson by a show of hands; or

- B. a person appointed by the Members who called for the Poll together with another person elected to manage the Poll with the first person so appointed by a show of hands;

referred to as 'the Poll Supervisors'.

- (f) The Poll Supervisors must permit the Members at least 10 minutes to complete and submit their written votes before closing the Poll;
- (g) The Poll Supervisors shall upon closing the Poll conduct a count of the votes in the presence of the Members and be subject to the reasonable scrutiny of the Members for this purpose.

6.9 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. The written proxy must be received by the Secretary not less than three (3) days prior to the meeting. No Member may hold more than two (2) proxy votes.

7. Financial management

7.1 Financial year

The financial year of the Association is specified in Item 1.5 of the Schedule.

7.2 Funds and accounts

- (a) 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.
- (b) 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.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) Board Members.
- (d) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- (e) 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.

7.3 Accounts and audits

The responsibility of the Board under clause 4.11(b) 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.

8. Grievance and disputes

- (a) This clause 8 applies to disputes between:
 - (i) a Member and another Member; or
 - (ii) a Member and the Board.
- (b) 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.
- (c) 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.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - A. for a dispute between a Member and another Member – a person appointed by the Board; or
 - B. for a dispute between a Member and the Board – a person who is a mediator appointed or employed by the department administering the Act.
- (e) A Member of the Association can be a mediator.
- (f) The mediator cannot be a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) 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.

9. Indemnity

- (a) To the extent permitted by law, every member of the Board and every Member shall be indemnified out of the assets of the Association against, and the Board shall pay out of such funds and assets, all costs, losses and expenses which any member of the Board or Member may incur or become liable to pay by any reason of any contract entered into or any act of thing done in its capacity as a Board member or Member in discharging such duties while acting in accordance with the instructions of the Board or the Association. This clause 9(a) shall not apply if the liability results from or arises out of fraud by or willful default of such Board member or Member.
- (b) No member of the Board shall be liable for the acts, receipts, deeds, neglects or defaults of any other member of the Board but only for the member's own acts, receipts, deeds, neglects or defaults alone.

10. Miscellaneous

10.1 Common seal

- (a) 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.
- (b) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
 - (i) the Chairperson;
 - (ii) the Secretary; and
 - (iii) the Treasurer.
- (c) 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.

10.2 Distribution of surplus assets on winding up

- (a) 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.
- (b) The surplus assets must not be given or transferred to another association but shall be given or transferred to the Litchfield Shire Council.

10.3 Other transitional issues – existing User Groups

It is acknowledged that upon the adoption of this Constitution certain User Groups that have used various parts of the Reserve (Sites) will continue to use such Sites (and will do so for purposes consistent with the Associations objects and purposes and in accordance with the terms of use applying to their occupation from time to time and applicable laws) and subject thereto, the following terms will apply:

- (a) if the Board decides to relocate one or more User Groups from their respective Sites to new Sites ('New Sites') then the Board must ensure that the New Sites are serviced by facilities not less favorable to the respective User Groups; and
- (b) otherwise on terms no less favorable than apply to the existing Sites.

1. Schedule

1.1 Name (clause 1.1)

The name of the incorporated association is Freds Pass Sport and Recreation Management Board Incorporated.

1.2 Objects and purposes (clause 1.2)

The objects and purposes of the Association are as follows:

- (a) to lease from the Litchfield Council the land commonly known as Freds Pass Reserve at 30km Stuart Highway and to manage the same as a sport and recreation reserve;
- (b) to promote the use of such reserve by sporting and other bodies and members of the general public;
- (c) to provide social, sporting and other recreational facilities for sporting and other bodies who utilise the reserve and for members of the general public;
- (d) to carry out all such activities as are incidental or ancillary to the above objectives as the Association may from time to time determine.

1.3 Minimum number of Members (clause 1.3)

The Association must have no less than five (5) Members.

1.4 Quorum at General Meetings (clause 6.6)

At a General Meeting 50% of the total membership Members present in person plus one (1) constitutes a quorum.

1.5 Financial year (clause 7.1)

The financial year of the Association is the period of 12 months ending on 30th June.

1.6 Eligibility of Board Member (clause 4.2(a))

In addition to the criterion specified in the Constitution, a Board Member must meet the following criteria:

- (a) be over the age of eighteen years;
- (b) be a resident of the Northern Territory;
- (c) be willing to undergo a Police check.