

GOVERNMENT HOUSE FOUNDATION OF THE NORTHERN TERRITORY INC.**TABLE OF CONTENTS****PRELIMINARY**

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GOVERNMENT HOUSE FOUNDATION OF THE NORTHERN TERRITORY INC.

CONSTITUTION

PRELIMINARY

1 NAME

The name of the association shall be "Government House Foundation of the Northern Territory Inc." ("**Foundation**").

2 INTERPRETATION

In this Constitution, unless the contrary intention appears:

"**Act**" means the *Associations Incorporation Act* (NT);

"**Administrator**" means the Administrator of the Territory;

"**Committee**" means the committee of management of the Foundation;

"**Constitution**" means this document entitled "Government House Foundation of the Northern Territory Inc. Constitution";

"**Eligible Period**" means a rolling consecutive five (5) year term concluding in the then current year of membership;

"**General Meeting**" means a general meeting of members convened in accordance with Clause 13;

"**Government House**" means the Administrator's Residence, the gardens and all other improvements situated on lot 5220, The Esplanade, Darwin;

"**Public Officer**" means the public officer of the Foundation appointed in accordance with the Act;

"**Registrar**" means the person appointed under the Act as the Registrar;

"**Special General Meeting**" means a general meeting of members convened in accordance with Clause 21;

"**Special Resolution**" means a resolution passed by a two-thirds majority of members present at a meeting and eligible to rule thereat; and

"**Territory**" means the Northern Territory of Australia.

- 2.2 In this Constitution, unless the contrary intention appears:
- 2.2.1 a reference to this Constitution or any other document includes any variation or replacement thereof;
 - 2.2.2 a reference to a gender includes all other genders;
 - 2.2.3 a reference to the singular includes the plural and vice versa;
 - 2.2.4 headings are inserted for convenience only and do not affect interpretation;
 - 2.2.5 where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning;
 - 2.2.6 a reference to any authority, association or body whether statutory or otherwise shall (if that authority, association or body ceases to exist or is reconstituted, renamed or replaced or its powers or functions are transferred to any other authority, association or body) be deemed to refer respectively to the authority, association or body established or constituted in its place or as nearly as may be succeeding to its powers or functions;
 - 2.2.7 expressions referring to writing include any mode of representing or reproducing words in a tangible and visible form and includes facsimile transmissions;
 - 2.2.8 a reference to any statute, ordinance, code or other law includes regulations and other statutory instruments under any of them and consolidations, amendments, re-enactments or replacements of any of them;
 - 2.2.9 a reference to a right includes a remedy, authority or power; and
 - 2.2.10 words or expressions shall be interpreted in accordance with the provisions of the *Interpretation Act* as in force on the date on which the Constitution is adopted by the Foundation.

FUNDAMENTALS

3 OBJECTS OF THE FOUNDATION

The objects of the Foundation are:

- 3.1 To foster and encourage within the community the recognition and significance of Government House in the history and heritage of the Territory;
- 3.2 To support the conservation (including preservation, restoration, reconstruction, adaptation and maintenance) and enhancement of Government House, its furnishings and surrounds;

- 3.3 To encourage and make possible direct public participation in fitting out and equipping Government House with works of art, antique furnishings, artifacts, sculptures, silverware, crystalware, objets d'art and other items or things of significant historic, contemporary or cultural value;
- 3.4 To acquire for display and use in Government House fine examples of Territory and other furniture, paintings and decorative arts so as to properly reflect the Territory's heritage, culture and accomplishments;
- 3.5 To assemble collections of Territory objets d'art for official use and wherever practicable public viewing, by means of gifts, loans or purchases;
- 3.6 To lend to museums, galleries and other institutions or organisations approved by the Committee items from its collection for display purposes;
- 3.7 To produce and circulate publications, films and other presentations relating to Government House, its furnishings and its surrounds;
- 3.8 To promote public education and awareness of the history of Government House and the role of the Administrator;
- 3.9 To raise funds for the pursuit of the objects of the Foundation; and
- 3.10 To establish a public fund which will be used exclusively for the purposes of Objects 3.3, 3.4 and 3.5.

4 PURPOSES OF THE FOUNDATION

In addition to the objects of the Foundation, the purposes of the Foundation shall be, through broad public support and membership, to foster the interest and recognition of Government House as a heritage precinct and asset for the people of the Territory and Australia.

5 INCOME AND PROPERTY OF THE FOUNDATION

- 5.1 The income and property of the Foundation, however derived, shall be applied solely towards the promotion of the objects and purposes of the Foundation and no portion thereof shall be paid or transferred, directly or indirectly by dividend, bonus, or otherwise to any member of the Foundation.
- 5.2 Nothing in this Clause prevents the payment in good faith to a member of the Foundation of remuneration in return for services actually rendered to the Foundation by the member or for goods supplied to the Foundation by the member in the ordinary course of business.

MEMBERSHIP

6 MEMBERSHIP OF THE FOUNDATION

6.1 Classes of Membership

The number of members of the Foundation shall be unlimited and shall consist of the classes of Members defined herein.

6.2 Ordinary Members

Ordinary membership of the Foundation shall be open to all persons.

6.3 Junior Members

Junior membership of the Foundation shall be open to all persons under the age of eighteen (18) years.

6.4 Senior Members

Senior membership of the Foundation shall be open to all persons over the age of sixty (60) years.

6.5 Family Members

6.5.1 Family membership of the Foundation shall be open to all persons in family units including any children under the age of eighteen (18) years.

6.5.1 The Family Member may nominate one (1) person to be its delegate at any general meeting of the Foundation.

6.5.2 Each delegate shall have one (1) vote at any such meeting.

6.6 Corporate Members

6.6.1 Corporate membership shall be given to any society, corporation, organisation, trade union, government department or other body of persons whether incorporated or not.

6.6.2 The Corporate Member may nominate one (1) person to be its delegate at any general meeting of the Foundation.

6.6.3 Each delegate shall have one (1) vote at any such meeting.

6.7 Founding Members

The Founding Members of the Foundation are those persons whose names appear in the Schedule to this Constitution. For the sake of clarity, to maintain membership of the Foundation, a Founding Member may be a member of any class of membership as permitted by this Constitution.

6.7A Life Members

6.7A.1 Life membership of the Foundation shall be open to all persons who pay a one off subscription of \$500.00.

6.7A.2 In recognition of their contribution to the Foundation, a Founding Member may achieve life membership of the Foundation by payment of an amount being the difference between the sum of their previous annual subscription payments and the then life membership subscription established in Clause 6.7A.1.

6.8 Honorary Life Members

6.8.1 Honorary Life Membership shall be available to those persons who have been elected as such by the Foundation at an annual general meeting for outstanding services rendered to the Foundation.

6.8.2 An Honorary Life Member shall be entitled to all privileges of membership without paying the annual subscription or any special payment for such life membership and shall be deemed to be a financial member. Honorary Life Members shall be subject to the provisions of this Constitution regarding suspension and expulsion.

6.8.3 The Committee may submit to the annual general meeting the names of any persons who have rendered outstanding services to the Foundation for recognition by appointment as Honorary Life Members of the Foundation.

6.8.4 Should any financial members other than a member of the Committee consider any person worthy to be appointment a Honorary Life Member of the Foundation he may nominate, in writing to the secretary, the name of such person at least thirty (30) days prior to the date of the annual general meeting. Particulars of the address and qualifications must accompany the nomination and the Committee shall decide if the nomination shall be submitted to the annual general meeting.

6.9 Subscriptions

6.9.1 Where any member has paid the annual subscription or is a Life Member that member shall be a financial member of the Foundation and entitled to all privileges of membership and shall be deemed to have agreed to be bound by this Constitution.

6.9.2 All Members (other than Life Members and Honorary Life Members) shall pay an annual subscription to be determined in accordance with their class of membership as set by the Committee from time to time and recorded in the minutes of a meeting of the Foundation.

6.9.3 The annual subscription of a member is due on 1 January and payable or before 31 January in each year.

6.10 Special levels of Membership

- 6.10.1 Any Member (including Honorary Life Members) may make donations to the Foundation and are thereby entitled to special membership recognition to a level determined in accordance with the amount of their donation received or pledged and computed over an Eligible Period.
- 6.10.2 Special membership levels (over any Eligible Period) are donations received or pledged as follows:
- (a) Bronze Membership - \$2,000.00 over an Eligible Period.
 - (b) Silver Membership - \$5,000.00 over an Eligible Period.
 - (c) Gold Membership - \$10,000.00 over an Eligible Period.
 - (d) Platinum Membership - \$20,000.00 over an Eligible Period.
- 6.10.3 A Member may pledge a donation by making a payment of at least one-fifth of the pledge at the date of the pledge and by agreeing to make further payments of at least one-fifth of the amount of the pledge on each anniversary of the pledge during the remainder of the Eligible Period (and thereupon immediately gain that appropriate level of recognition) **PROVIDED THAT** if the Member fails at any time to make such payment within thirty (30) days of each anniversary of the pledge during the Eligible Period, he shall immediately forfeit such membership level but may retain the level of membership (if any) appropriate to the amount of his donation(s) received by the Foundation during that Eligible Period.
- 6.10.4 A donation need not be by way of cash but any donation proffered by way of labour, goods or services ("**Non Cash Donation**") shall not be deemed given until:
- (a) the Non Cash Donation has had a value ascribed to it; and
 - (b) the Non Cash Donation and the value ascribed to it has been accepted by the Committee.
- 6.10.5 Any member achieving a special level of membership shall:
- (a) retain that special level of membership whilst he remains a member of the Foundation; and
 - (b) have that level of membership incorporated in his membership as such - for example: " Gold Senior Member".
- 6.10.6 The Committee is hereby empowered to determine the type and style of recognition that shall be accorded to each level of membership.

6.11 Nomination to Membership

6.11.1 Any person who nominates and is approved for membership as provided in this Constitution is eligible to be a member of the Foundation.

6.11.2 A person who is not a member of the Foundation at the time of the incorporation of the Foundation shall not be admitted to membership:

- (a) unless he nominates as provided in Sub-clause 6.11.3; and
- (b) his admission as a member is approved by the Committee.

6.11.3 A nomination of a person for membership of the Foundation:

- (a) shall be made in writing, signed by the nominee;
- (b) shall be accompanied by the appropriate full subscription amount for the then year, provided that any nominees making application after 30 June in any year will only be required to pay half of the appropriate subscription amount; and
- (c) shall be lodged with the Secretary.

6.11.4 As soon as is practicable after the receipt of a nomination, the Public Officer shall refer the nomination to the Committee.

6.11.5 Upon a nomination being approved by the Committee, the Public Officer shall, with as little delay as possible, notify the nominee in writing that he has been approved for membership of the Foundation and shall enter the nominee's name in a register of members to be kept by the Public Officer, whereupon the nominee becomes a member of the Foundation.

6.11.6 Upon a nomination not being approved by the Committee, the Public Officer shall, with as little delay as possible, notify the nominee in writing that he application for membership of the Foundation has not been approved and return any subscription amount paid.

6.11.7 The Committee need not ascribe any reason for why it may or may not approve any application for membership of the Foundation.

6.12 Resignation

6.12.1 A member of the Foundation may at any time resign from the Foundation by delivering or sending by post to the Public Officer a written notice of resignation.

6.12.2 Upon receipt of a notice under Sub-clause 6.11.1, the Public Officer shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Foundation.

6.13 Benefits of Membership

6.13.1 A right, privilege or obligation of a person by virtue of his membership of the Foundation:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of his membership, whether by death, resignation or otherwise.

6.14 Liability Of Members

A member of the Foundation is not liable to contribute towards the payment of debts and liabilities of the Foundation or the costs, charges and expenses of a winding up of the Foundation.

6.15 Patron

The Foundation may at any General Meeting invite a suitable person or persons to become patron or patrons of the Foundation.

COMMITTEE

7 THE FOUNDATION TO BE MANAGED BY A COMMITTEE

7.1 The affairs of the Foundation shall be managed by the Committee.

7.2 The Committee:

7.2.1 shall control and manage the business and affairs of the Foundation;

7.2.2 may, subject to this Constitution, exercise all such powers and functions as may be exercised by the Foundation other than those powers and functions that are required by this Constitution to be exercised by general meetings of members of the Foundation; and

7.2.3 subject to the Act and this Constitution, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Foundation.

8 CONSTITUTION OF THE COMMITTEE

8.1 The Committee shall consist of:

8.1.1 a President (ex-officio) who shall be the spouse or nominee for the time being of the Administrator;

8.1.2 three (3) members elected at the annual General Meeting to be Ordinary Committee Members;

8.1.3 up to four (4) other persons nominated by the Administrator to be Committee Members;

8.1.4 up to one (1) other person nominated by the Chief Minister of the Territory to be a Committee Member;

8.1.5 in the case of a Treasurer co-opted under Clause 9.1.4, that person; and

8.1.6 in the case of a Secretary co-opted under Clause 9.1.5, that person.

8.2 Subject to Sub-clause 8.3 each Ordinary Committee Member shall, subject to this Constitution, hold office until the second annual General Meeting next after the date of his election ("**Term**"), however (subject to Sub-clause 8.4) is eligible for re-election.

8.3 The Ordinary Committee Member who receives the most votes at the 2009 annual General Meeting shall, subject to this Constitution, hold office until the third annual General Meeting next after the date of his election, however (subject to Sub-clause 8.4) is eligible for re-election.

8.4 No Ordinary Committee Member shall serve more than three (3) Terms in succession.

8.5 Every Committee Member nominated under Sub-clauses 8.1.3 or 8.1.4 shall, subject to this Constitution, hold office until the second annual General Meeting next after the date of his nomination ("**Term**"), however (subject to Sub-clause 8.4) is eligible for re-nomination.

8.6 In the event of a casual vacancy occurring in the office of a Committee Member elected under Sub-clause 8.1.2, the Committee may appoint a member of the Foundation to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, until the conclusion of the annual General Meeting next following the date of his appointment.

8.7 In the event of a casual vacancy occurring in the office of any Ordinary Committee Member nominated under Sub-clauses 8.1.3 or 8.1.4, the person who initially made such nomination may nominate a member of the Foundation to fill the vacancy and the member so nominated shall hold office, subject to this Constitution, until the conclusion of the annual General Meeting next following the date of his nomination.

- 8.8 Any Committee Member nominated under Sub-clauses 8.1.3 or 8.1.4 or Treasurer co-opted under Sub-clause 9.1.4 shall, if he is not then already a member of the Foundation, upon nomination or cooption be deemed a member of the Foundation for the term of his nomination or cooption however nothing in this Constitution shall prevent any such Committee Member from becoming a member in his own right.

9 OFFICERS OF THE FOUNDATION

- 9.1 The officers of the Foundation shall be:
- 9.1.1 the President;
 - 9.1.2 a Chairman who shall be elected by the Committee from within the Committee;
 - 9.1.3 a Deputy Chairman who shall be elected by the Committee from within the Committee;
 - 9.1.4 a Treasurer who may be elected by the Committee from within the Committee or appointed by the Committee from outside the Committee; and
 - 9.1.5 a Secretary who may be elected by the Committee from within the Committee or appointed by the Committee from outside the Committee.
- 9.2 The provisions of Clause 10, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the elected offices mentioned in Sub-clause 9.1.
- 9.3 Each officer of the Foundation shall (where appropriate) hold office until the annual General Meeting next after the date of his election but is eligible for re-election.
- 9.4 In the event of a casual vacancy in any elected or co-opted office mentioned in Sub-clause 9.1, the Committee may appoint one (1) of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the annual General Meeting next following the date of his appointment.

10 ELECTION OF MEMBERS OF COMMITTEE

- 10.1 Nominations for candidates for election as Ordinary Committee Members under Sub-clause 8.1.2:
- 10.1.1 shall be made in writing signed by two (2) members of the Foundation and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - 10.1.2 shall be delivered to the Public Officer at least ten (10) days before the date fixed for the holding of the annual General Meeting.

- 10.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual General Meeting.
- 10.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 10.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 10.5 The ballot for the election of officers and Ordinary Committee Members shall be conducted at the annual General Meeting in such usual and proper manner as the Committee may direct.

11 VACATION OF OFFICE

- 11.1 For the purposes of this Constitution, the office of an officer of the Foundation or of an Ordinary Committee Member becomes vacant if the officer or Committee Member:
 - 11.1.1 dies;
 - 11.1.2 becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors;
 - 11.1.3 becomes of unsound mind;
 - 11.1.4 resigns his office by writing under his hand addressed to the Committee;
 - 11.1.5 ceases to be resident in the Territory;
 - 11.1.6 fails, without leave granted by the Committee, to attend three (3) consecutive meetings of the Committee;
 - 11.1.7 has his nomination withdrawn by the person who initially nominated him to that position;
 - 11.1.8 ceases to be a member of the Foundation; or
 - 11.1.9 fails to pay all arrears of any subscriptions due by him within fourteen (14) days after he has received a notice in writing signed by the Public Officer stating that he has ceased to be a financial member of the Foundation.

12 MEETINGS

- 12.1 The Committee shall meet at least once in each quarter year at such place and at such times as the Committee may determine.

- 12.2 Special meetings of the Committee may be convened by the Chairman or any four (4) of its members.
- 12.3 Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 12.4 Any four (4) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 12.5 No business shall be transacted unless a quorum is present and if within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place at the same hour on the second business day thereafter unless the meeting was a special meeting, in which case it lapses.
- 12.6 At any meeting reconvened following an adjournment under Sub-clause 12.5, any two (2) members of the Committee (one (1) of whom shall be either the President or Chairman) shall constitute a quorum for the transaction of the business of that adjourned meeting of the Committee.
- 12.7 At meetings of the Committee:
- 12.7.1 the Chairman, or in his absence the Deputy Chairman; or
- 12.7.2 if the Chairman and the Deputy Chairman is absent, such one of the remaining members of the Committee as may be chosen by the members
- shall preside.
- 12.8 Questions arising at meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 12.9 Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one (1) vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 12.10 Written notice of each Committee meeting shall be served on each member of the Committee by delivering to him at a reasonable time before the meeting or by sending it by post in a pre-paid letter addressed to him at his usual or last known place of abode in time to reach him in due course of post before the date of the meeting.

13 DISCLOSURE OF INTERESTS IN CONTRACTS, ETC.

- 13.1 A member of the Committee who is interested in any contract or arrangement made or proposed to be made with the Foundation shall disclose his interest at the first meeting of the Committee at which the contract or arrangement is first taken into consideration if his interest then exists, or in any other case, at the first meeting of the Committee after the acquisition of his interest.
- 13.2 If a member of the Committee becomes interested in a contract or arrangement after it is made or entered into he shall disclose his interest at the first meeting of the Committee after he becomes so interested.
- 13.3 No member of the Committee shall vote as a member of the Committee in respect of any contract or arrangement in which he is interested and if he does so vote his vote shall not be counted.

14 SUB-COMMITTEES AND EXECUTIVE COMMITTEES

- 14.1 The Committee may at any time appoint a sub-committee from the Committee as it may think fit and shall prescribe the powers and functions thereof.
- 14.2 The Committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Foundation, but a person so co-opted is not entitled to vote.
- 14.3 Three (3) appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- 14.4 The Public Officer is responsible for calling meetings of a sub-committee.
- 14.5 Written notice of each sub-committee meeting shall be served on each member of the sub-committee by delivering it to him at a reasonable time before the meeting or by sending it by post in a pre-paid letter addressed to him at his usual or last know place of abode in time to reach him in due course of post before the date of the meeting.
- 14.6 The Chairman, the Deputy Chairman, the Treasurer and the Secretary constitute an executive committee, which may issue instructions to the Public Officer in matters of urgency connected with the management of the affairs of the Foundation during the intervals between meetings of the Committee, and where any such instructions are issued shall report thereon on the next meeting of the Committee.

FINANCE

15 FINANCIAL YEAR

The financial year of the Foundation is the period beginning on 1 January in each year and ending on 31 December that year.

16 ACCOUNTS OF RECEIPT, EXPENDITURE, ETC.

16.1 True accounts shall be kept:

16.1.1 of all sums of money received and expended by the Foundation and the matter in respect of which the receipt of expenditure takes place; and

16.1.2 of the property, credits, and liabilities of the Foundation

and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Foundation for the time being, these accounts shall be open to the inspection of the members of the Foundation.

16.2 The Treasurer of the Foundation shall faithfully keep all general records, accounting books and records of receipt and expenditure connected with the operations and business of the Foundation in such form and manner as the Committee may direct.

16.3 The accounts, books and records referred to in Sub-clauses 16.1 and 16.2 shall be kept at the Foundation's office or at such other place as the Committee may decide.

17 BANKING AND FINANCE

17.1 The Treasurer of the Foundation shall, on behalf of the Foundation, receive all moneys paid to the Foundation and forthwith after the receipt thereof issue official receipts therefor.

17.2 The Committee shall cause to be opened with such bank as the Committee selects a banking account in the name of the Foundation into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.

17.3 The Committee may receive from the Foundation's bank or bankers for the time being a cheque drawn by the Foundation on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Foundation.

- 17.4 Except with the authority of the Committee, no payment of a sum exceeding THREE HUNDRED DOLLARS (\$300.00) shall be made from the funds of the Foundation otherwise than by cheque or electronic means drawn on the Foundation's bank account, but the Committee may provide the Treasurer with a sum to meet urgent expenditure subject to the observance of such conditions in relation to the use and expenditure thereof as the Committee may impose.
- 17.5 No cheques shall be drawn on the Foundation's bank account except for the payment of expenditure that has been authorised by the Committee.
- 17.6 All cheques, electronic transfers, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed or authorised by the Treasurer, or in his absence, by such other member or members of the Committee as the Committee may nominate for that purpose and shall be countersigned or counterauthorised by the Public Officer.

18 **AUDITOR**

- 18.1 At each annual General Meeting of the Foundation, the members present shall appoint a person who is not a member or the Public Officer of the Foundation as the auditor of the Foundation.
- 18.2 A person so appointed shall hold office until the annual General Meeting next after that at which he is appointed, and is eligible for re-appointment.
- 18.3 The first auditor of the Foundation may be appointed by the Committee before the first annual General Meeting, and if so appointed, shall hold office until the first annual General Meeting unless previously removed by a resolution of the members at a General Meeting in which case the members at that meeting may appoint an auditor to act until the first annual General Meeting.
- 18.4 If an appointment is not made at an annual General Meeting the Committee shall appoint an auditor of the Foundation for the then current financial year of the Foundation.
- 18.5 If a casual vacancy occurs in the office of auditor during the course of a financial year of the Foundation, the Committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual General Meeting.

19 **AUDIT OF ACCOUNTS**

- 19.1 Once at least in each financial year of the Foundation the accounts of the Foundation shall be examined by the auditor.
- 19.2 The auditor shall certify as to the correctness of the accounts of the Foundation and shall report thereon to the members present at the annual General Meeting.
- 19.3 In his report and in certifying the accounts, the auditor shall state:

- 19.3.1 whether he has obtained the information required by him;
 - 19.3.2 whether, in his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Foundation according to the information at his disposal and the explanations given to him as shown by the books of the Foundation;
and
 - 19.3.3 whether the Constitution relating to the administration of the funds of the Foundation has been observed.
- 19.4 The Public Officer shall cause to be delivered to the auditor a list of all accounts, books and records of the Foundation.

19.5 The auditor:

19.5.1 has a right of access to the accounts, books, records, vouchers and documents of the Foundation;

19.5.2 may require from the servants of the Foundation such information and explanations as may be necessary for the performance of his duties as auditor;

19.5.3 may employ persons to assist him in investigating the accounts of the Foundation; and

19.5.4 may, in relation to the accounts of the Foundation, examine any member of the Committee or any servant of the Foundation.

MEETINGS

20 ANNUAL GENERAL MEETING

20.1 The Foundation shall, in each year, hold an annual General Meeting.

20.2 The annual General Meeting shall be held on such day (being not less than five (5) months after the close of the financial year of the Foundation) as the Committee may determine.

20.3 The annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

20.4 The annual General Meeting shall be specified as such in the notice convening it.

20.5 The ordinary business of the annual General Meeting shall be:

20.5.1 to confirm the minutes of the last preceding annual General Meeting and of any general meeting held since that meeting;

20.5.2 to receive from the Committee, auditor and servants of the Foundation reports upon the transactions of the Foundation during the last preceding financial year;

20.5.3 to elect the officers of the Foundation and the Ordinary Committee Members;

20.5.4 to appoint the auditor and determining his remuneration; and

20.5.5 to determine the remuneration of servants of the Foundation.

20.6 The annual General Meeting may transact special business of which notice is given in accordance with this Constitution.

20.7 All general meetings other than the annual General Meeting shall be called Special General Meetings.

21 SPECIAL GENERAL MEETING

- 21.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Foundation.
- 21.2 The Committee shall, on the requisition in writing of not less than ten (10) members, convene a Special General Meeting of the Foundation.
- 21.3 A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the requisitionist and deposited at the office of the Foundation and may consist of several documents in the like form, each signed by one (1) or more of the requisitionists.
- 21.4 If the Committee does not cause a Special General Meeting to be held within twenty-one (21) days from the date on which a requisition therefor is deposited at the office of the Foundation, the requisitionists, or any of them may convene the meeting; but any meeting so convened shall not be held after three (3) months from the date of the deposit of the requisition.
- 21.5 A Special General Meeting convened by requisitionists in pursuance of this Constitution shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Foundation to the persons incurring them.

22 NOTICES OF GENERAL MEETINGS

The Public Officer shall, at least twenty one (21) days before the date fixed for holding a general meeting of the Foundation cause to be inserted in a newspaper published daily in the Territory an advertisement specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted thereat.

23 BUSINESS AND QUORUM AT GENERAL MEETING

- 23.1 All business that is transacted at Special General Meetings and all business that is transacted at the annual General Meeting with the exception of that specifically referred to in this Constitution as being the ordinary business of the annual General Meeting, shall be deemed to be special business.
- 23.2 No item of business shall be transacted at a General Meeting unless a quorum of members entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- 23.3 A quorum for the General Meeting shall be one-tenth of the members.
- 23.4 If within one (1) hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned at the same day in the next week, at the same time (unless

another place is specified by the chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one (1) hour after the time appointed for the commencement of the meeting, those present shall be deemed to constitute a quorum.

24 CHAIRMAN TO PRESIDE AT GENERAL MEETING

- 24.1 The Chairman, or in his absence, the Deputy Chairman, shall preside as chairman at every general meeting of the Foundation.
- 24.2 If the Chairman and Deputy Chairman are absent from the General Meeting, the members present shall elect one (1) of their number to preside as chairman.

25 ADJOURNMENT OF GENERAL MEETING

- 25.1 The chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 25.2 Where a meeting is adjourned for fourteen (14) days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- 25.3 Except as provided in the foregoing provisions of this Clause, it is not necessary to give any notice of an adjourned meeting.

26 DETERMINATION OF QUESTIONS AT A GENERAL MEETING

A question arising at a General Meeting of the Foundation shall be determined on a show of hands and unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously, or carried by a particular majority or lost, and an entry to that effect in the minute book of the Foundation is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

27 VOTES

- 27.1 Upon any question arising at a General Meeting of the Foundation, a member has one (1) vote only.
- 27.2 All votes shall be given personally.
- 27.3 In the case of an equality of voting on a question the chairman of the meeting is entitled to exercise a second or casting vote.

28 TAKING OF POLL

If at a meeting a poll of any question is demanded, it shall be taken at that meeting in such manner as the chairman may direct and the result of the poll shall be deemed to be the resolution of the meeting on that question.

29 WHEN POLL TO BE TAKEN

A poll that is demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith, and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the chairman may direct.

MISCELLANEOUS

30 NOTICES

30.1 A notice may be served by or on behalf of the Foundation upon any member either personally or by sending it through the post in a pre-paid letter addressed to the member at his usual or last know place of abode.

30.2 Every member shall keep the secretary informed of his change of address.

31 EXPULSION OF MEMBERS

31.1 Subject to this Clause, the Committee may expel a member form the Foundation if, in the opinion of the Committee, the member has been guilty of conduct detrimental to the interests of the Foundation.

31.2 The expulsion of a member pursuant to Sub-clause 31.1 does not take effect:

31.2.1 until the expiration of fourteen (14) days after the service on the member of a notice under Sub-clause 31.3; or

31.2.2 if the member exercises his right of appeal under this Clause until the conclusion of the Special General Meeting convened to hear the appeal

whichever is the later date.

31.3 Where a Committee expels a member from the Foundation, the Public Officer shall, without undue delay cause to be served on the member a notice in writing:

31.3.1 stating that the Committee has expelled the member;

31.3.2 specifying the grounds for the expulsion; and

- 31.3.3 informing the member that if he so desires he may, within fourteen (14) days after the service of the notice on him, appeal against the expulsion as provided in this Clause.
- 31.4 A member on whom a notice under Sub-clause 31.3.3 is served may appeal against the expulsion to a Special General Meeting by delivering or sending by post to the Public Officer within fourteen (14) days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing his appeal.
- 31.5 Upon receipt of a requisition under Sub-clause 31.3.3, the Public Officer shall forthwith notify the Committee of its receipt and the Committee shall thereupon cause a Special General Meeting of members to be held within twenty-one (21) days after the date on which the requisition is received by the Public Officer.
- 31.6 At a Special General Meeting convened for the purpose of this Clause:
- 31.6.1 no business other than the question of the expulsion shall be transacted;
- 31.6.2 the Committee may place before the meeting details of the grounds of the expulsion and the Committee's reasons for the expulsion;
- 31.6.3 the expelled member shall be given an opportunity to be heard; and
- 31.6.4 the members present shall vote by secret ballot on the question as to whether the expulsion should be lifted or confirmed.
- 31.7 if at a Special General Meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his membership of the Foundation.
- 31.8 If at a Special General Meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect and the expelled member ceases to be a member of the Foundation.

32 **ALTERATION OF THE CONSTITUTION**

- 32.1 The Constitution may be amended by resolution passed by a two-thirds majority of financial members voting at a Special General Meeting.
- 32.2 Notice of the proposed amendment shall be included in the notice calling the Special General Meeting.
- 32.3 An amendment to the objects and purposes of the Foundation shall not be effective until approved by the Registrar.
- 32.4 An alteration to the objects, purposes or Constitution is of no effect until a copy of the alteration is lodged with the Registrar.

33 SEAL OF THE FOUNDATION

- 33.1 The seal of the Foundation shall be in the form of a rubber stamp inscribed with the name of the Foundation encircling the word "Seal".
- 33.2 The seal of the Foundation shall not be fixed to any instrument except by the authority of the Committee and the affixing thereof shall be attested by the signatures either of two (2) members of the Committee or of one (1) member of the Committee and of the Public Officer or such other person as the Committee may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Committee.
- 33.3 The seal shall remain in the custody of the Public Officer.

34 WINDING UP

- 34.1 The Foundation may be dissolved or wound up by resolution at any general meeting of members of the Foundation called for that purpose.
- 34.2 If upon the dissolution or winding up of the Foundation there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or transferred or distributed amongst the members of the Foundation but shall be given or transferred to some other club institution or foundation having objects similar wholly or in part the objects of the Foundation and which prohibits the distribution of its or their income and property amount is or their members or to some charitable object or objects, and which has been approved by the Commissioner of Taxation for the purposes of Section 78 (1)(a) of the *Income Tax Assessment Act 1936*, such club institution foundation or objects to be determined by the members of the Foundation at or before the time of the dissolution or winding up or in default thereof or if and insofar as effect cannot be given to such determination then such payment or distribution shall be determined by a Judge of the Supreme Court of the Territory

35. GRIEVANCE AND DISPUTES PROCEDURES

- 35.1 This Clause applies to disputes involving the Foundation between:
- 35.1.1 a member and another member; or
- 35.1.2 a member and the Committee.
- 35.2 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.
- 35.3 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.

- 35.4 The mediator must be:
 - 35.3.1 A person chosen by agreement between the parties; or
 - 35.3.2 in the absence of agreement:
 - 35.3.2.1 for a dispute between a member and another member – a person appointed by the Committee; or
 - 35.3.2.2 for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
- 35.5 A member of the Foundation can be a mediator.
- 35.6 The mediator cannot be a party to the dispute.
- 35.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 35.8 The mediator, in conducting the mediation, must:
 - 35.8.1 give the parties to the mediation process every opportunity to be heard;
 - 35.8.2 allow due consideration by all parties of any written statement submitted by any party; and
 - 35.8.3 ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- 35.9 The mediator must not determine the dispute.
- 35.10 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.

SCHEDULE
FOUNDING MEMBERS

Mr Kerry Ambrose-Pearce	Mr John Anictomatis
Mrs Jeanette Anictomatis	Mrs Lucille Arthur
Dr Valerie Asche	Mr Michael Barrett AM
Mrs Margaret Bates	Commissioner Brian Bates APM
Mr Doug Bennett	Mr John Berryman
Mrs Ros Bracher	Mr Hugh Bradley
Mrs Sue Bradley	Mrs Rosemary Bromwich
Mr Alan Bromwich OBE RFD	Mr Alex Byrne
Mr Ron Capewell	Ms Debra Chapman
Mrs Jade Chin	Mr Raymond Chin OAM
Mr Jay Dee Clayton	Group Captain Peter Cleary
Mrs Lesley Conn	Mrs Maureen Cooper
Mr Stewart Cox	Mrs Marian Cox
Mr George Cridland	Senator Trish Crossin
Mr Mark Crossin	Mr Don Darben AO
Mr Kevin Davis	Mrs Heather Davis
Mr Phil Dewsbury	Mrs Anna Dewsbury
Mr Kevin Diflo	Mrs Eleanor Diflo
His Excellency	Ms June D'Rozario
Mr Brendan Doran PSM	Mr Stephen Dunham MLA
Mrs Marie Dunham	Mr George Dunne PSM
Mrs Rhonda Dunne	Mr Andrew Ferriai
Ms Brenda Elferink	
Mr John Flynn	
Mrs Kathryn Flynn	Ms Shelly Forester
Mr Peter Forrest	Ms Carole Frost
Mr Wayne Gabbert	Mrs Helen Galton
Ms Jolie Gaston	Mr Harry Giese AM MBE
Mrs Nancy Giese AO OBE	Mr Adam Gordon
Mrs Treasure Gordon	Major Jack Hamilton

Mr Michael Hannon	Mrs Rita Harvey
Mr Allyn Harvey	Mr K J Hawkins
Ms Sue Hearn	Mrs Margaret Henry
Mr Fraser Henry AM	Dr Jan Hills
Captain David Horton CSC RAN (retd) JP	Ms Barbara James
Mrs Wendy James OAM	Professor Martin Jarvis
Mrs Joan Johnston	Superintendent Grahame Kelly ADC
Mr Stan Kennon	Mrs Audrey Kennon
M/S Jaya Koirala	Lieutenant Tom Lewis
Ms Zoe Marcham	Mr Michael Martin
Mrs Lynne Martin	Mrs Lorraine Martin
Ms Pam Martin	The Honourable Chief Justice Brian Martin AO MBE
Mr Andrew Matthewson	Professor Ron McKay
Mrs Gayl McKay	Mr Brian Measey
Mrs Pat Measey	Mr Richard Merritt
Mr Mike Mooney	Mrs Rosemary Mooney
Mr Allan Morgan	Mrs Gael Brocklehurst Morris
Mr Richard Morris AM	The Honourable James Muirhead AC QC
Mr Peter Murphy	Mr Alan Nicholls
Mrs Liz Nicholls	Mr Graeme Noble
Mr Jim Noonan	Mrs Sandy Noonan
Mrs Lorna Overton	Captain Bill Overton ADC RAN
Mr Marshall Perron	Mrs Cherry Perron
Mr Neil Philip	Mrs Suzanne Philip
Mr Doug Phillips	Mrs Catherine Phillips
Mrs Janicean Price	Mr Mildy Raveane
Mr Christopher Renehan	The Honourable Justice Trevor Riley
Mrs Jan Riley	Brigadier Chris Roberts AM CSC
Mr Chris Rooney	Mrs Fiona Rooney
Mr Richard Ryan AO	Mrs Trish Ryan
Mr Michael Ryan	Mrs Colleen Ryan
Mr Tony Shaw	Mrs Minna Sitzler

Mr Paul Sitzler OAM

Mr Lloyd Stevens

Mr Julian Swinstead

Senator The Honourable
Grant Tambling

Ms Penni Tastula

Mr Hans Vos

Mr Peter Walker

Mr Ian Watts

Squadron Leader John Willet

Mr Edward Zajc

Mr Stephen Skultety

Mrs Cheryl Stevens

Mrs Brenda Swinstead

Mrs Sandy Tambling

Mr Ian Vames

Mrs Barbara Vos

Brigadier Jim Wallace AM

Mr Peter Wells

Mr Chris Wrangle