



NT Writers' Centre

Constitution

**CONSTITUTION OF THE
NORTHERN TERRITORY WRITERS' CENTRE INCORPORATED**
Short title: NT WRITERS' CENTRE Inc.

PART 1 - PRELIMINARY

1. Name

The name of the incorporated association shall be the Northern Territory Writers' Centre Incorporated hereinafter called "the Association". The short title is NT Writers' Centre Inc. The acronym: NTWC.

2. Objects and purposes

The objects and purposes of the Association are:

- (a) To provide Northern Territory writers, predominantly those writers who are members of the Association, with services relevant to their needs, both through the Association itself and in association with other organizations.
- (b) To address access and equity needs in all aspects of participation and production in the writing and publishing industry which reflect the diverse cultural backgrounds of people living in the Northern Territory.
- (c) To increase the public profile of key individual and industry writers' achievements.
- (d) To increase opportunities for achieving writers of excellence.
- (e) To provide opportunities for the appreciation of writing of quality and significance.
- (f) To foster the establishment of collaborative creative writing enterprises which link industry practitioners with associated artists, professionals and industries and forge strategic alliances and networks to enhance service delivery.
- (g) To represent and promote the interests of Northern Territory writers and encourage the provision of resources for those who work or practise within the writing industry.

3. Minimum number of members

The Association must have at least one hundred (100) members.

4. Definitions

In this Constitution, unless the contrary intention appears:

"Act" means the Associations Act of the Northern Territory of Australia 2004 and regulations made under that Act;

"Board" means the Management Board of the Association;

"Writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

"Financial institution" means an authorized deposit-taking institution within the meaning of section 5 of the Banking Act 1959 of the Commonwealth;

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

"Member" means a member of the Association;

"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 47 and passed in accordance with section 37 of the Act.

Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation Act in force on the date on which these rules are adopted by 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:

(3) As stated generally, under the *Associations Act*, for conducting the affairs of the Association, may do the following:

(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.

(4) And more specifically, for conducting the unique affairs of the Association, may do the following:

(a) Purchase, lease, hire or otherwise utilize, any real or personal property that may be deemed necessary or convenient to achieve any of the objects or purposes of the Association;

(b) Buy, sell, supply, and/or deal in, pertinent goods and services;

(c) Construct, maintain, and/or alter building(s) and/or work(s) necessary or convenient to attain any of the objects or purposes of the Association;

(d) Accept any gifts or resources, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;

(e) Take such steps from time to time as the Board or the members in general meeting may deem appropriate for the purposes of procuring contributions to the funds of the Association whether by way of donation, sponsorship, subscriptions, or otherwise;

(f) Print and publish such newsletters, periodicals, books, leaflets, or other documents as the Board or the members in a general meeting may think desirable for the promotion of the objects and purposes of the Association;

(g) Subject to the Associations Act, to borrow and raise money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a general meeting; and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association.

(h) Subject to the provisions of the Trustee Act, invest any monies of the Association not immediately required for any of its objects or purposes in such a manner as the Board may from time to time determine;

(i) Make gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection (1) of section 78 of the Income Tax Assessment Act 1936, as amended, of the Commonwealth relates;

- (j) Establish and support, or assist in the establishment and support, of associations, institutions, funds, trusts, schemes, calculated to benefit servants or past servants of the Association and their dependents, and the granting of pensions, allowances, or other benefits to servants or past servants of the Association and their dependents, and the making of payments towards insurance in relation to any of those purposes, as are approved by the Board;
- (k) Establish and support or aid in the establishment or support of any other association formed that embraces the core objectives of the Association;
- (l) Do all other such lawful things as are incidental or conducive to the attainment of the objectives of the Association or of any of the objectives and purposes specified in the foregoing provisions of this sub-rule.

6. Effect of Constitution

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

7. Inconsistency between Constitution and Act

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

8. Altering the Constitution

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

PART 3 - MEMBERS

Division 1- Membership

9. Application for membership

- (1) Under the Associations Act generally, to apply to become a member of the Association a person must
 - (a) submit a written application for membership to the Board
 - (i) in a form approved by the Board; and
 - (ii) signed by the person and both of the members referred to in paragraph (b); and
 - (b) be proposed by one member and seconded by another member.
- (2) And more specifically, regarding membership of the Association:
 - (a) Membership of the Association shall be open to any person who subscribes to the objects of the Association.
 - (b) A person shall not be deemed to be a member of the Association unless that person has paid the membership fee prescribed for the financial year in question.
 - (c) At the discretion of the Board a period of membership may be granted *ex gratia* to individuals or group benefactors to the association.
 - (d) A member of the Association may, at any time, resign from the association by delivering or sending by post to the Public Officer a written notice of resignation.
 - (e) Upon receipt of a notice under sub-rule (8) of this rule, the Public Officer shall be responsible to ensure the removal of 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 Association.
 - (f) A right, privilege, or obligation of a person by virtue of his membership of the Association is not capable of being transferred or transmitted to another person, and, terminates upon the cessation of his membership, whether by death, resignation, or otherwise.
 - (g) Members are not liable to contribute towards payment of liabilities of the Association on a winding up of the Association.

10. Approval of Board

- (1) The Board must consider any application made under clause 9 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 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 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.

11. Joining fee

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

12. Annual membership fees

- (1) The annual membership fee is the amount determined from time to time by resolution at a general meeting.
- (2) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Board from time to time.
- (3) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Board determines otherwise.

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 cessation of membership whether by death, resignation or otherwise.
 - (c) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise to any member of the Association.
 - (d) Nothing in the foregoing provisions of this clause prevents the payment in good faith to a member or Board member of the Association of:
 - (i) Remuneration in return for goods supplied to the Association by the member in the ordinary course of business or for services rendered to the Association by the member (not including service of the Association as a Board Member) if the member has been engaged by the Board to perform such services.
 - (ii) Remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business.
 - (iii) Interest at a current bank overdraft rate on money lent; or
 - (iv) A reasonable and proper sum by way of rent for premises or resources let or leased to the Association by the servant or member.

14. Voting

- (1) Subject to sub-clause (2) and clause 18, each member has one vote at general meetings of the Association.
- (2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

15. Notice of meetings and special resolutions

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

16. Access to information on Association

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.
- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

IS. Associate members

- (1) Supporters of the Association, known as Associate members, may be sanctioned as determined by the Management Board.
- (2) An associate member must not vote but may have other rights as determined by the Management Board or by a resolution at a general meeting.

Division 3 - Termination, death, suspension and expulsion

19. 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 12(3); or
- (c) Expulsion in accordance with this Division.

20. Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Board must cancel the member's membership.

21. Suspension or expulsion of members

- (1) If the Board considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Board must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must:
 - (a) Be in writing and include:

- (i) The time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
- (ii) The particulars of the conduct; and
- (b) Be given to the member not less than 30 days before the date of the Board meeting referred to in paragraph (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 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

22. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Board's decision.
- (2) 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.
- (3) 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.
- (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 - MANAGEMENT BOARD

Division 1 - General

23. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Management Board.
- (2) The Board may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (3) The Board may appoint and remove staff.
- (4) The principal officer of the Association will be the Chief Executive Officer as specified and approved by the Management Board.
- (5) The Board may establish one or more subcommittees consisting of the members of the Association the Board considers appropriate.

24. Composition of Board

- (1) The Management Board consists, *ex officio*, of:
 - (a) President;
 - (b) Vice-President;
 - (c) Regional Vice-President
 - (d) Secretary;
 - (e) Treasurer;
 - (f) Public Officer.
 - (g) Other members of the association as provided for thus:

No more than six (6) other members, all of whom shall normally be elected at the Annual General Meeting of the Association in each year, and,

(h) The Executive Officer is a non-voting member.

(i) Each ordinary Board member shall, subject to these rules, hold office until the Annual General Meeting next after the date of his/her election, but is eligible for re-election,

(j) In the event of a casual vacancy occurring in the office of ordinary Board members, the Board may appoint a member of the Association to fill the vacancy, and the members so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of his/her appointment, but is eligible for re-election.

(k) The responsibility of the Board under Clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Sections 27 and 28 of the Act (including where the office of Public Officer becomes vacant the Board must within 14 days after the vacancy arises, appoint a person to be the Public Officer).

25. Delegation

(1) The Board may delegate to a subcommittee or staff any of its powers and functions other than:

(a) This power of delegation; or

(b) A duty imposed on the 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

26. Eligibility of Board members

(1) A Board member must be a member who is 18 years or over.

(2) A Board member must also meet any criteria determined by the Management Board.

(3) Board members must be elected to the Board at an annual general meeting or appointed under clause 33.

27. Nominations for election to Board

(1) A member is not eligible for election to the Board unless the Secretary receives a written nomination for that member by another member not less than 7 days before the date of the next annual general meeting.

(2) The nomination must be signed by:

(a) The nominator and a seconder; and

(b) The nominee to signify his or her willingness to stand for election.

(3) A person who is eligible for election or re-election under this clause may

(a) Propose or second himself or herself for election or re-election; and

(b) Vote for himself or herself.

28. Retirement of Board members

(1) A Board member holds office until the next annual general meeting unless the member vacates the office under clause 31 or is removed under clause 32.

(2) Subject to sub-clause (3), at an annual general meeting the office of each Board member becomes vacant and elections for a new Board must be held.

(3) The President of the outgoing Board must preside at the annual general meeting until a new member is elected as President.

(4) Members may serve up to 4 consecutive terms on the Board.

(5) A member may seek further terms on the Board after a break of a minimum of one year as a Board member.

29. Election by default

- (1) If the number of persons nominated for election to the Board under clause 27 does not exceed the number of vacancies to be filled, the President must declare the persons to be duly elected as members of the Board at the annual general meeting.
- (2) If vacancies remain on the Board after the declaration under sub-clause (1), additional nominations of Board members may be accepted from the floor of the annual general meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the President must declare those persons to be duly elected as members of the Board.
- (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Board in accordance with clause 33.

30. Election by ballot

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

31. Vacating office

The office of a Board member becomes vacant if:

- (a) The member:
 - (i) Is disqualified from being a Board member under section 30 or 40 of the Act;
 - (ii) Resigns by giving written notice to the Board;
 - (iii) Dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iv) Ceases to be a resident of the Northern Territory; or
 - (v) Ceases to be a member of the Association;
- (b) The 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 President; or
- (c) In any exceptional circumstances endorsed by the Board.

32. Removal of Board member

- (1) The Association, through a special general meeting of members, may remove any Board member before the member's term of office ends.
- (2) If a vacancy arises through removal under sub-clause (1), an election must be held to fill the vacancy.

33. Filling casual vacancy on Board

- (1) If a vacancy remains on the Board after the application of clause 29 or if the office of a Board member becomes vacant under clause 31, the Board may appoint any member of the Association to fill that vacancy.
- (2) However, if the office of Public Officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 - Duties of Board members

34. Collective responsibility of Board

- (1) As soon as practicable after being elected to the Board, each Board member must become familiar with the *Associations Act of the Northern Territory* and regulations made under the Act.
- (2) The Board is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

35. President and Vice-President

- (1) Subject to sub-clauses (2) and (3), the President must preside at all general meetings and Board meetings.
- (2) If the President is absent from a meeting, a Vice-President must preside at the meeting.
- (3) If the President and both Vice-Presidents are absent, the presiding member for that meeting must be:
 - (a) A member elected by the other members present if it is a general meeting; or
 - (b) A Board member elected by the other Board members present if it is a Board meeting.

36. 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 37(5) to be in the custody of the Treasurer; and
- (e) Perform any other duties imposed by this Constitution on the Secretary.

37. Treasurer

- (1) The Treasurer must:
 - (a) Receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (b) Pay all moneys received into the account of the Association within 5 working days after receipt;
 - (c) Make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
 - (d) 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.
- (2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- (3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.
- (4) If directed to do so by the President, the Treasurer must submit to the Board a report, balance sheet or financial statement in accordance with that direction.
- (5) 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.
- (6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

38. Public Officer

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

PART 5 - MEETINGS OF MANAGEMENT BOARD

39. Frequency and calling of meetings

- (1) The Board must meet together for the conduct of business not less than 4 times in each financial year unless otherwise provided.
- (2) The President, or at least half the then 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 22.

40. 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 person presiding at the meeting has a casting vote in addition to a deliberative vote.

41. Quorum

For a Board meeting, one-half of the Board members constitutes a quorum unless determined otherwise in exceptional circumstances.

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. 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 in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The President 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

44. Convening general meetings

- (1) The Association must hold its first annual general meeting within 18 months after its incorporation.
- (2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- (3) The Board:

- (a) may at any time convene a special general meeting;
- (b) must, within 30 days after the Secretary receives a notice under clause 22(1), convene a special general meeting to deal with the appeal to which the notice relates; and
- (c) must, within 30 days after it receives a request under clause 45(1), convene a special general meeting for the purpose specified in that request.

45. Special general meetings

- (1) Half the number of members constituting a quorum for a general meeting may make a written request to the Board for a special general meeting.
- (2) The request must:
 - (a) State the purpose of the special general meeting; and
 - (b) Be signed by the members making the request.
- (3) If the Board fails to convene a special general meeting within the time allowed
 - (a) For clause 44(3)(b) - the appeal against the decision of the Board is upheld; and
 - (b) For clause 44(3)(c) - the members who made the request may convene a special general meeting as if they were the Board.
- (4) If a special general meeting is convened under sub-clause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days notice of a special general meeting.
- (6) The notice must specify:
 - (a) When and where the meeting is to be held; and
 - (b) The particulars of and the order in which business is to be transacted.

46. Annual general meeting

- (1) The Secretary must give to all members not less than 30 days notice of an annual general meeting unless otherwise provided in the Schedule.
- (2) The notice must specify:
 - (a) When and where the meeting is to be held; and
 - (b) The particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
 - (a) First - the consideration of the accounts and reports of the Board;
 - (b) Second - the election of new Board members;
 - (c) Third - any other business requiring consideration by the Association at the meeting.

47. Special resolutions

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

48. Notice of meetings

- (1) The Secretary must give a notice under this Part by:
 - (a) Serving it on a member personally; or
 - (b) Sending it by post or email to a member at the address of the member appearing in the register of members.
- (2) If a notice is sent by post under sub-clause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail, or by email.

49. Quorum at general meetings

At a general meeting, ten (10) members constitutes a quorum.

50. Lack of quorum

(1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present:

(a) For an annual general meeting or special general meeting convened under clause 44(3)(a) the meeting stands adjourned to the same time on the same day in the following week and to the same place;

(b) For a meeting convened under clause 44(3)(b) — the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or

(c) For a meeting convened under clause 44(3)(c) -the meeting lapses.

(2) If within 30 minutes after the time appointed by sub-clause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.

(3) The President may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.

(4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

51. Voting

(1) Subject to clauses 14(2) and 18, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

(2) At a general meeting:

(a) An ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and

(b) A special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.

(3) A poll may be demanded by the President or by 3 or more members present in person or by proxy.

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

52. Proxies

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

PART 7 - FINANCIAL MANAGEMENT

53. Financial year

The financial year of the Association is 1st January through to 31st December.

54. Funds and accounts

(1) The Association must open an account or accounts with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

- (2) Subject to any restrictions imposed by the Association at a general meeting, the Board may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members,
- (4) 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.
- (5) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

55. Accounts and audits

The responsibility of the Board under clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:

- (a) The keeping of accounting records;
 - (b) The preparation and presentation of the Association's annual statement of accounts; and
 - (c) The auditing of the Association's accounts.
- (i) At each Annual General Meeting of the Association, the members present shall appoint a person who is not a member or the Public Officer of the Association as the Auditor of the Association.
 - (ii) A person so appointed shall hold office until the Annual General Meeting next after that which he is appointed, and is eligible for reappointment.
 - (iii) The first Auditor of the Association may be appointed by the Board before the first Annual General Meeting, and, if so appointed, shall hold office until the first Annual General Meeting, unless previously removed by the resolution of the members at a General Meeting, in which case the members at the meeting may appoint an auditor to act until the first Annual General Meeting.
 - (iv) If an appointment is not made at an Annual General Meeting the Board shall appoint an Auditor of the Association for the then current financial year of the Association.
 - (v) If a casual vacancy occurs in the office of Auditor during the course of a financial year of the Association, the Board may appoint a person as the Auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.
 - (vi) Within two months of the completion of the financial year the accounts of the Association shall be examined by the Auditor in order to have available a current financial statement for the Annual General Meeting.
 - (vii) The Auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the Annual General Meeting.
 - (viii) In his/her report, and in certifying to the accounts, the Auditor shall state:
 - (a) Whether he/she has obtained the information required by him;
 - (b) Whether, in his/her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at hi/her disposal and the explanations given to him/her and as shown by the books of the Association; and
 - (c) Whether the rules relating to the administration of the funds of the Association have been observed.
 - (4) The Public Officer of the Association shall cause to be delivered to the Auditor a list of all accounts, books and records of the Association.
 - (ix) The Auditor:
 - (a) Has a right of access to the accounts, books, records, vouchers and documents of the Association;
 - (b) May require from the servants of the Association such information and explanations as may be necessary for the performance of his/her duties as Auditor;
 - (c) May employ persons to assist him/her in investigating the accounts of the Association; and
 - (d) May, in relation to the accounts of the Association, examine any member of the Board or any Servant of the Association.

PART 8 - GRIEVANCE AND DISPUTES

56. Grievance and disputes procedures

- (1) This clause applies to disputes between:
 - (a) A member and another member; or
 - (b) A member and the Board.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) A person chosen by agreement between the parties; or
 - (b) In the absence of agreement:
 - (i) For a dispute between a member and another member -a person appointed by the Board; or
 - (ii) For a dispute between a member and the Board -a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) Give the parties to the mediation process every opportunity to be heard;
 - (b) Allow due consideration by all parties of any written statement submitted by any party; and
 - (c) Ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 9- MISCELLANEOUS

57. Common seal

- (1) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded by the Secretary.
- (2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
 - (a) The President;
 - (b) The Secretary;
 - (c) The Treasurer.
- (3) 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 remains any assets, the assets must not be distributed to the members or former members.

(2) The surplus assets must be given or transferred to another association incorporated under the Associations Act that:

- (a) Has similar objectives or purposes;
- (b) Is not carried on for profit or gain to its individual members; and
- (c) Is determined by resolution of the members.

PART 10 – NOTICE OF CHANGES TO THE NTRWC CONSTITUTION

NORTHERN TERRITORY WRITERS' CENTRE

SPECIAL MEETING 23/3/2010

MINUTES

Wednesday 24 March 2010 5:30pm

Venue: Frog Hollow Conference Room, McMinn Street, Darwin NT

Meeting opened at 5.35pm

Present: Michael Torres, Andrew McMillan, Angela Schoen, Jeswynn Yogaratnam, Bronwyn Mehan, Christine Taylor, Anne Drum, Vanessa Johnston, Marian Cox, Fred Van Sand, Onil Ladd, Sandra Thibodeaux, Megan Nevett, Andy Ewing.

Apologies: Kaye Aldenhoven, Susan Wills, Leonie Norrington, Jo Parish, Eleanor Hogan, Michael Whitting

1. The special resolution was put to the meeting to amend NTRWC Constitution at Item 28 of Northern Territory Writers Centre Incorporated Constitution to

Delete

(4) Members may serve consecutive terms on the Committee.

Insert

(4) Members may serve up to 4 consecutive terms on the Committee.

(5) A member may seek further terms on the Committee after a break of a minimum of one year as a Committee member.

The resolution was passed as more than three quarters of the members who were present voted in favour of the resolution.

2. A special resolution to amend the Northern Territory Writers Centre Incorporated Constitution as follows: replace the words 'Committee of Management' and 'Management Committee' and 'Committee' with the words 'Board of Management' or 'Management Board' or 'Board' respectively at all places that they occur in the Constitution of the Northern Territory Writers Centre Incorporated.

The resolution was passed as more than three quarters of the members who were present voted in favour of the resolution.

The meeting closed at 6.10pm

ANNUAL GENERAL MEETING, HELD MAY 30, 2018

VENUE: The NTWC office at Frog's Hollow, with some members in Alice Springs present via internet video conference.

Meeting Opened: 531pm

Present:

In Darwin: Joanne van Os, Raelke Grimmer, Shona Ford, Kate Rendell, Fred van't Sand, Kaye Aldenhoven, Martin Jarvis, Carolyn Mison-Smith, Ruth Quinn, Christina Autefault, Adelle Sefton-Rowston, Sandra Parker, Michelle Coleman, Sandra Thibodeaux, Kathy Rea

In Alice: Glenn Morrison, Sue Fielding, Tanya Heaslip, Pat Ansell Dodds, Dina Indrasafitri

Apologies: Christian Bok and Bronwyn Druce

Proxies: Bronwyn Druce, Christian Bok, Nigel Ford

Quorum (10 members constitutes a quorum): yes

A special resolution was moved.

Martin Jarvis said a special resolution was being put to the members in order to make the organisation more efficient and to build a stronger committee structure for the future.

A special resolution to amend Northern Territory Writers' Centre Incorporated Constitution at Item 28 of Northern Territory Writers' Centre Incorporated Constitution

Delete

(4) Members may serve up to 4 consecutive terms on the Committee unless otherwise provided in the Schedule.

(5) A member may seek further terms on the Committee after a break of a minimum of one year as a Committee member.

Insert

(4) Members may serve consecutive terms on the Committee.

Proposed: Fred van't Sand

Seconded: Sandra Parker

Vote by members present. Passed.

A special resolution to amend the Northern Territory Writers Centre Incorporated Constitution at item 24 (g) of Northern Territory Writers Centre Incorporated Constitution

Delete

Other members of the association as provided for thus: No more than six (6) other members, all of whom shall normally be elected at the Annual General Meeting of the Association in each year,

Insert

Other members of the association as provided for thus: No more than four (4) other members, all of whom shall normally be elected at the Annual General Meeting of the Association in each year,

Vote by members present.

Proposed: Michelle Coleman

Seconded: Sandra Thibodeaux

Vote by members present. Passed with 11 votes. Subject to review at next AGM.

A special resolution to amend the Northern Territory Writers Centre Incorporated Constitution at item 35 of Northern Territory Writers Centre Incorporated Constitution

add

35 (4) The President can only serve two terms as president.

5) The immediate past president will give a commitment for 12 months to mentor their successor in an ex officio role, where possible.

Proposer: Joanne Van Os

Seconder: Kathy Rea

Vote by members present. Passed.

Meeting Closed: 635pm.