

THIS IS THE ANNEXURE MARKED "A" REFERRED TO IN THE STATUTORY DECLARATION OF

\_\_\_\_\_  
(NAME OF PUBLIC OFFICER)

MADE ON THE \_\_\_\_\_ DAY OF \_\_\_\_\_ 20 \_\_\_\_\_

BEFORE ME \_\_\_\_\_  
(SIGNATURE OF WITNESS ON STATUTORY DECLARATION)

## Constitution of the Alice Springs Steiner Association Incorporated

### Part 1 – PRELIMINARY

#### 1. Name

The name of the incorporated association is The Alice Springs Steiner Association Incorporated (referred to as "the Association" and/or "TASSA").

#### 2. Objects and purposes:

- (1) To develop and maintain a successful school based on the philosophy of Rudolf Steiner (1861–1925) in Alice Springs.
- (2) To promote discussion about educational methods and practices arising from Rudolf Steiner's philosophy.
- (3) To engage in and support discussion and activities that flow from the ideas of Rudolf Steiner.

#### 3. Minimum number of members

The Association must have at least 6 (six) members.

#### 4. Definitions

In this Constitution, unless the contrary intention appears:

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

"College of Teachers" means the body of teachers upholding the schools' philosophy and curriculum, and is made up of the School Principal, Early Childhood and Class Teachers currently employed within the school.

"Governing Body" means the Management Committee of the Association;

"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

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

"member" means a member of the Association as described in the Schedule;

"School" means Alice Springs Steiner School;

"School Principal" means the person employed by the Association who is responsible for the proper conduct, management and leadership of the School;

"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 46 and passed in accordance with section 37 of the Act

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## **Part 2 – Constitution and Powers of Association**

### **5. Powers of Association**

- (1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- (2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on the terms and in the manner it considers appropriate;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf; and
  - (g) enter into any other contract it considers necessary or desirable.

### **6. Effect of Constitution**

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

## **7. Inconsistency between Constitution and Act**

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

## **8. Altering the Constitution**

- (1) The Association may alter this Constitution by special resolution but not otherwise.
  - (2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.
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# **Part 3 – Members**

## ***Division 1 – Membership***

### **9. Application for membership**

- (1) Any person who agrees with the objects and purposes of the Association may apply for membership.
- (2) With the exception of Life Members, to apply to become a member of the Association a person must –
  - (a) submit a written application for membership to the Governing Body –
    - (i) in a form approved by the Governing Body; and
    - (ii) signed by the person and both of the members referred to in subparagraph (b);
  - (b) be proposed by 1 member and seconded by another member; and
  - (c) pay the joining fee and annual membership fee.
- (3) The Governing Body may offer Life Membership to a member or non-member who has made a significant contribution to fulfilling the objects and purposes of the Association. Nominations for a person to become a Life Member of the association must –
  - (a) be submitted in writing to the Governing Body –
    - (i) in a form approved by the Governing Body; and
    - (ii) signed by both members referred to in subparagraph (b); and
  - (b) be proposed by 1 member and seconded by another member.

## **10. Approval of the Governing Body**

- (1) The Governing Body must consider any application made under clause 9 at the next available Governing Body meeting and must ratify or reject the application at that meeting or the next.
- (2) If an application for membership is ratified by the Governing Body the applicant becomes a member.
- (3) 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.
- (4) If an applicant gives notice of an appeal against the rejection of his or her application, the Board must reconsider the application at the next Board meeting after receipt of the notice of appeal.
- (5) If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.

## **11. Joining fee**

The joining fee is either –

- (a) a pro rata annual fee based on the remaining part of the financial year; or
- (b) the amount determined from time to time by resolution of the Governing Body.

## **12. Annual membership fees**

- (1) The annual membership fee is the amount determined from time to time by resolution of the Governing Body.
- (2) With the exception of Life Members, each member must pay the annual membership fee to the Treasurer or his or her named delegate by the date determined by the Governing Body from time to time.
- (3) A member whose subscription is not paid within 30 days after the due date ceases to be a member unless the Governing Body determines otherwise.
- (4) Life Members are not required to pay an annual membership fee.

## ***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.

#### **14. Voting**

- (1) Subject to subclause (2), 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 Governing Body member, the Governing Body or another member of the Association.
- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

### ***Division 3 – Termination, death, suspension and expulsion***

#### **18. Termination of membership**

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 Governing Body member;
- (b) non-payment of school fees in excess of 30 days;

- (c) non-payment of the annual membership fee within the time allowed under clause 12(3);
- (d) expulsion in accordance with this Division.

**19. Death of member or whereabouts unknown**

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

**20. Suspension or expulsion of members**

- (1) If the Governing Body considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Governing Body 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 Governing Body 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 Governing Body meeting referred to in subparagraph 2(a)(i).
- (3) At the meeting, the Governing Body must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Governing Body may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 21, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

**21. Appeals against suspension or expulsion**

- (1) A member who is suspended or expelled under clause 20 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Governing Body'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 Governing Body 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 Governing Body to suspend or expel him or her is confirmed by a resolution of the members.
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## **PART 4 – Governing Body**

### ***Division 1 – General***

#### **22. Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Governing Body.
- (2) The Governing Body 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 Governing Body may appoint and remove staff.
- (4) The Governing Body may establish one or more sub-committees consisting of the members of the Association as the Governing Body considers appropriate.

#### **23. Composition of the Governing Body**

- (1) The Governing Body will consist of the following:
  - (a) a Chairperson;
  - (b) a Vice-Chairperson;
  - (c) a Secretary;
  - (d) a Treasurer; and
  - (e) A minimum of two and maximum of four other Governors.
- (2) In addition to subclause (1) the Governing Body may also consist of one representative from the College of Teachers (referred to as “the College of Teachers Governor”). This position cannot be held by the School Principal.
- (3) Unless elected directly as a separate office holder, the Governing Body must appoint one member to be the Association's public officer.

#### **24. Delegation**

- (1) The Governing Body may delegate to a sub-committee or staff any of its powers and functions other than:
  - (a) this power of delegation; or
  - (b) a duty imposed on the Governing Body by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Governing Body considers appropriate.
- (3) The Governing Body may, in writing, revoke wholly or in part the delegation.

### ***Division 2 – Tenure of office***

#### **25. Eligibility of Governors**

- (1) A Governor must be a member who is 18 years or over.
- (2) A Governor must have held membership with the Association for a period not less than 12 months.
- (3) With the exception of the College of Teachers Governor, a Governor must not be an employee of the Association.
- (4) With respect to clause 23(1), Governors must be elected to the Governing Body at an annual general meeting or appointed under clause 32.
- (5) With respect to clause 23(2), the College of Teachers Governor is to be appointed to the Governing Body by the College of Teachers at an annual general meeting.

#### **26. Nominations for election to Governing Body**

- (1) A member is not eligible for election to the Governing Body 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 in a form approved by the Governing Body.
- (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.



## **Term and Retirement of Governing Body members**

- (1) With respect to clause 23(1) –
  - (a) A Governor holds office for a term of two years, with the term expiring at the second annual general meeting held following their election, unless the Governor vacates the office under clause 30 or is removed under clause 31.
  - (b) At an annual general meeting the offices of half the Governing Body become vacant and elections for these offices must be held. The offices will be filled as follows –
    - (i) the Chairperson and no more than 3 Governors shall be elected at the annual general meeting held during a year ending in an even number; and
    - (ii) no more than 4 Governors shall be elected at the annual general meeting held during a year ending in an odd number;
  - (c) The positions of Vice-Chairperson, Secretary and Treasurer are to be appointed by the Governors at the first meeting of the Governing Body after the Annual General Meeting. The College of Teachers Governor cannot be appointed to these positions.
  - (d) If, at an annual general meeting, the office of a Governor is vacant before the expiration of his or her term then an election for the office shall be held to ensure the composition of the Governing Body is in accordance with clause 23. A Governor elected to fill a vacancy under this clause holds office for the remainder of the term of the Governor they replaced.
  - (e) Members may serve consecutive terms on the Governing Body.
  - (f) In even numbered years the Chairperson of the outgoing Committee must preside at the annual general meeting until a new Chairperson is elected.
  - (g) The Secretary must ensure that records are maintained of the individuals elected in accordance with subclause (2) including, but not limited to, the date –
    - (i) of an individual's election to office; and
    - (ii) when the office becomes vacant.
- (2) With respect to clause 23(2) -

- (a) The College of Teachers Governor holds office until the next annual general meeting unless the member vacates the office under clause 30 or is removed under clause 31.
- (b) A Member of the College of Teachers may serve consecutive terms on the Governing Body.
- (3) Notwithstanding any provision in this clause, Part 10 will apply to both subclause (1) and (2) for the annual general meeting held in 2012.

**28. Election by default**

- (1) If the number of persons nominated for election to the Governing Body under clause 26 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as members of the Governing Body at the annual general meeting.
- (2) If the nominations are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Governing Body in accordance with clause 32.

**29. Election by ballot**

- (1) If the number of nominations exceeds the number of vacancies on the Governing Body, 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 Chairperson to be duly elected as members of the Governing Body.

**30. Vacating office**

The office of a Governing Body member becomes vacant if –

- (a) the member –
  - (i) is disqualified from being a Governing Body member under section 30 or 40 of the Act;
  - (ii) is disqualified from being a Governing Body member under section 30 or 40 of the Act;
  - (iii) resigns by giving written notice to the Governing Body;
  - (iv) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;

- (v) ceases to be a resident of the Territory; or
  - (vi) ceases to be a member of the Association; or
  - (b) the member is absent from more than:
    - (i) 3 consecutive Governing Body meetings; or
    - (ii) 3 Governing Body meetings in the same financial year without tendering an apology to the Chairperson;
- of which meetings the member received notice and the Governing Body has resolved to declare the office vacant.

### **31. Removal of Governor**

- (1) The Association, through a special general meeting of members, may remove any Governor before the member's term of office ends.
- (2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.
- (3) A Governor elected to fill a vacancy under this clause holds office for the remainder of the term of the Governor they replaced unless that Governor vacates the office under clause 30 or is removed under this clause.

### **32. Filling casual vacancy on Governing Body**

- (1) With respect to clause 23(1), if a vacancy remains on the Governing Body after the application of clause 28 or if the office of a Governing Body member becomes vacant under clause 30, the Governing Body may appoint another member of the Association to fill that vacancy.
- (2) With respect to clause 23(2), if the office of the College of Teachers Governor remains vacant after an annual general meeting or if the office becomes vacant under clause 30, the College of Teachers may appoint another member of the College to fill that vacancy.
- (3) 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.
- (4) A Governor appointed to fill a vacancy under this clause holds office for the remainder of the term of the Governor they replaced unless that Governor vacates the office under clause 30 or is removed under clause 31.

## ***Division 3 – Duties of Governors***

### **33. Collective responsibility of the Governing Body**

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

**34. Chairperson and Vice-Chairperson**

- (1) Subject to subclauses (2) and (3), the Chairperson must preside at all general meetings and Governing Body meetings.
- (2) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.
- (3) If the Chairperson and the Vice-Chairperson are both 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 Governor elected by the other Governors present if it is a Governing Body meeting.

**35. Secretary**

The Secretary or delegated authority must –

- (a) coordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of general meetings and of Governing Body 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.

**36. Treasurer**

- (1) The Treasurer or delegated authority 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 Governing Body or by a general meeting of the Association from the Association's funds; and
  - (d) ensure cheques are signed as per the instrument of delegation;
- (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 Chairperson, the Treasurer must submit to the Governing Body a report, balance sheet or financial statement in accordance with that direction.
  - (5) The Treasurer or delegate 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.

**37. 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.

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**PART 5 – Meetings of Management Governing Body**

**38. Frequency and calling of meetings**

- (1) The Governing Body must meet together for the conduct of business not less than 8 times in each financial year.
- (2) The Chairperson, or at least half the Governors, may at any time convene a special meeting of the Governing Body.
- (3) A special meeting may be convened to deal with an appeal under clause 21.

**39. Voting and decision making**

- (1) Each Governing Body member present at the meeting has a deliberative vote.

- (2) A question arising at a Governing Body 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.

**40. Quorum**

- (1) For a Governing Body meeting, one half of the Governors constitutes a quorum;
- (2) At least one Office Bearer must be present.

**41. Procedure and order of business**

- (1) The procedure to be followed at a Governing Body meeting must be determined from time to time by the Governing Body.
- (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.

**42. Disclosure of Interest**

- (1) A Governing Body 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 Governing Body in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The Chairperson must ensure a Governing Body member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

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## **PART 6 – General Meetings**

**43. 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 Governing Body:
  - (a) may at any time convene a special general meeting;

- (b) must, within 30 days after the Secretary receives a notice under clause 21(1), convene a special general meeting to deal with the appeal to which the notice relates; and
- (c) must, within 30 days after it receives a request under clause 44(1), convene a special general meeting for the purpose specified in that request.

#### **44. Special general meetings**

- (1) Half the number of members constituting a quorum for a general meeting may make a written request to the Governing Body 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 Governing Body fails to convene a special general meeting within the time allowed –
  - (a) for clause 43(3)(b) – the appeal against the decision of the Governing Body is upheld; and
  - (b) for clause 43(3)(c) – the members who made the request may convene a special general meeting as if they were the Governing Body.
- (4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The 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.

#### **45. Annual general meeting**

- (1) The Secretary must give to all members not less than 30 days notice of an annual general meeting.
- (2) The notice must specify –
  - (a) when and where the meeting is to be held; and
  - (b) the particulars of and the order in which business is to be transacted.

- (3) The order of business for each annual general meeting is as follows:
  - (a) first – the consideration of the accounts and reports of the Governing Body;
  - (b) second – the election of new Governing Body members;
  - (c) third – any other business requiring consideration by the Association at the meeting.

#### **46. 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.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

#### **47. Notice of meetings**

- (1) The Secretary or delegate must give a notice under this Part by –
  - (a) serving it on a member personally; or
  - (b) sending it by 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 subclause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

#### **48. Quorum at general meetings**

At a general meeting 10% members, not including life members, present in person constitutes a quorum.

#### **49. 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 43(3)(a) – the meeting stands adjourned to another suitable time;
  - (b) for a meeting convened under clause 43(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 43(3)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
- (3) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
- (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

## **50. Voting**

- (1) Subject to clause 14(2), each member present in person 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; and
  - (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person vote in favour of the resolution.
- (3) A poll may be demanded by the Chairperson or by 3 or more members present in person.
- (4) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

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## **PART 7 – Financial Management**

### **51. Financial year**

The financial year of the Association is the period of 12 months ending on 31st December.

### **52. Funds and accounts**

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the Governing Body 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 of the authorised signatories designated by the Governing Body.
- (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 Governing Body, the Treasurer or designated authority 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.

### **53. Accounts and audits**

The responsibility of the Governing Body under clause 33(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.

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## **PART 8 – Grievance and Disputes**

### **54. Grievance and disputes procedures**

- (1) This clause applies to disputes between:
  - (a) a member and another member; or
  - (b) a member and the Governing Body.
- (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 Governing Body; or
    - (ii) for a dispute between a member and the Governing Body – 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.

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## **PART 9 – Miscellaneous**

### **55. Common seal**

- (1) The common seal of the Association must not be used without the express authority of the Governing Body 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 Chairperson;
  - (b) the Secretary;
  - (c) the Treasurer.
- (3) The common seal of the Association must be kept in the custody of the Secretary, or delegated authority.

**56. 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 Act that:
  - (a) has similar objects or purposes;
  - (b) is not carried on for profit or gain to its individual members; and
  - (c) is determined by resolution of the members.

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**PART 10 – Transitional Provisions**

**57. Establishment of the Governing Body**

At the annual general meeting held during 2012-

- (a) All offices of the Governing Body become vacant and elections for a new Governing Body must be held;
  - (b) With the exception of the Chairperson no more than 4 Governors shall be elected for a term expiring at the next annual general meeting.
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