

# CONSTITUTION

## Four Wheel Drive Northern Territory

### 4WDNT



#### **1. Name**

The name of the incorporated Association is Four Wheel Drive Northern Territory (hereafter referred to as the Association) and this Association will be a non-profit making organization.

#### **2. Objects and purposes**

- (1) To represent the interests of member clubs and four-wheel drive users in general, to defend their right of access to public land and road networks, to undertake publicity and other campaigns to achieve this end.
- (2) To protect the long-term interests of four wheel drive recreational users in the Northern Territory.
- (3) To create more awareness amongst the public and governments of the role that four wheel drive recreational users play in the ecology of the Northern Territory.
- (4) To represent the interests of four wheel drive users within conservation groups which the Association may from time to time join, by creating a greater awareness within such groups of the real interests and needs of four wheel drive users and promoting cooperation within the conservation movement in areas of mutual interest.
- (5) To consider conservation matters of wide public interest, relating to the activities of the subscribing clubs, to frame guidelines for member clubs regarding such issues and make public statements of Association Policy.
- (6) To foster good relations amongst four wheel drive clubs and four wheel drive users.
- (7) To promote four wheel driving as a recognized recreational activity.
- (8) To send representatives to seminars and discussion groups in relation to impending legislation on the use of four wheel drive and off-road vehicles.

#### **3. Membership**

- (1) Is open to all four-wheel drive clubs in the Northern Territory.
- (2) Private membership of the Association is admissible to persons of special value to the Association. Such persons are to be elected at the Annual General Meeting each year by a majority of delegates. Private members have no voting rights and pay no fees.
- (3) Any member club may resign from membership of the Association at any time, by giving notice in writing to the Secretary. A member club which resigns shall not be entitled to a refund of their subscription or any part there-of.
- (4) The entrance fee (if any) and Annual Subscription shall be such an amount as is determined from time to time by the Association Committee Members at an Annual General or Special General Meeting.
- (5) The Secretary shall keep a register of Member Clubs and Association Committee Members.
- (6) Membership of the Association may be terminated by:
  - (a) A notice of resignation and posted to the association or given personally to the Secretary or another committee member;
  - (b) Non payment of the annual membership fee within the time allowed; or
  - (c) Expulsion in accordance with this division.
- (7) Suspension or expulsion of members.
  - (a) If the committee considers that a member should be suspended or expelled because of their conduct is detrimental to the interests of the Association, the committee must give notice of the proposed suspension or expulsion to the member.
  - (b) The notice must be in writing and include:
    - (i) The time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
    - (ii) The particulars of the conduct.
  - (c) At the meeting, the committee must afford the member a reasonable opportunity to be heard or to make representations in writing.
  - (d) The Committee may suspend or expel or decline to suspend or expel the member from the Association and must give written notice to the member.
  - (e) Subject to paragraph 3 (8), the decision to suspend or expel a member takes effect 14 days after the day on which the notice is given to the member.
- (8) Appeals against suspension or expulsion
  - (a) A member who is suspended or expelled under paragraph 3 (7) may appeal against that suspension or expulsion by giving written notice to the Secretary within 14 days after receipt of the Committees decision.
  - (b) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
  - (c) The members present at the general meeting of the association confirm or set aside the decision of the committee to suspend or expel the member.
  - (d) The member is not suspended or ceases to be a member until the decision of the Committee to suspend or expel them is confirmed by a resolution of the members.
- (9) Raising grievances and complaints

- (a) A member may raise a grievance or complaint about a committee member, the Committee or another member of the Association.
- (b) The grievance or complaint must be dealt with by the procedures set out in Paragraph 3 (8).

#### **4. Rights and Liabilities of Members**

- (1) The property of the Association shall belong to the members of the Association.
- (2) No member shall, because of his membership, have any transmissible or assignable interest in the property of the Association whether by operation of the law or otherwise.
- (3) On a member ceasing to be a member for any reason, all his interest shall survive, accrue and belong to the Association for the time being.
- (4) The Association in its corporate name shall be entitled to sue a member for any monies due to the Association.
- (5) The termination of a membership shall not affect the right of the Association to recover from the member any subscription, debt, sum or thing and such right shall exist notwithstanding the members' failure to pay or deliver the subject matter of a complaint.
- (6) Every member, (including a member against whom a complaint is made) shall, upon notice given to him, attend before the committee as and when directed by the committee and shall answer all questions put to him by or on behalf of the committee in relation to any matter into which the committee is duly inquiring.

#### **5. Association Management**

- (1) The business and affairs of the Association shall be under the management of a committee comprised of persons elected or nominated by the member clubs. It is named as the Association Committee must have a minimum of 5 persons. It shall consist of:-
  - (a) The Executive Office Bearers of the Association (Executive Committee).
  - (b) Two other members from each affiliated club.
- (2) The Executive Office Bearers of the Association shall consist of:
  - President,
  - Vice President,
  - Secretary,
  - Treasurer, and
  - At least one other member.Extra Executive officers may be appointed by the management committee as considered necessary.
- (3) For achieving its objectives and purposes, the association has the powers conferred by sections 11 and 13 of the Act.
- (4) The function of the Committee shall be to do all things necessary to further the objects and purposes of the Association including the appointment of Subcommittees and to determine the policy and activities to be undertaken within the framework of this constitution. The Committee shall do all things required to be done by the Committee of an Association, incorporated under the Association Incorporation Ordinance 1963.

- (5) Limitations of Expenditure of the Executive Committee without prior ratification by the Association Committee shall be \$100.00, over and above running expenses.
- (6) An election for the Executive Committee shall be held at the Annual General Meeting of the Association, and all Executive Committee members shall remain in office until declaration of the ballot. Provided always that an Executive Office Bearer whose club ceases to be a member shall from that date relinquish his office.
- (7) The Association Committee shall meet once every two months or more regularly if the Committee deems it necessary, at a time and place nominated by the Committee. The Committee will decide the date of the Annual General Meeting, which will be held within five months of the end of the Financial Year.
- (8) A quorum at such meeting shall be 50% of the Association Committee and shall also not be less than 5 members.
- (9) The Chairperson of a Committee Meeting shall be the President or in his absence shall be the Vice President. In the event that neither the President nor the Vice President are present at the time for the commencement of the meeting, the members then present may elect a Chairman from amongst those present.
- (10) Resolutions of the Committee shall be passed at such meetings by a simple majority. All members of the Association Committee may exercise one vote.
- (11) In the event of a vote resulting in a tie the Chairman may cast a further vote to decide the issue.

(12) Eligibility of Committee Members

A Committee Member must be a member of an affiliated 4WD Club and be at least 18 years of age. The member must be elected or appointed by their affiliated club at their AGM or as allowed for in the rules of the member club.

(13) Duties of Committee members

- (a) The President.  
The President shall preside over the meetings of the Association. He shall attend to the carrying out of the decisions of the Association and generally see that members are properly accommodated and that the rules of the Association are fully adhered to by all.
- (b) The Vice President.  
The Vice President shall assist the President to see that all matters requiring attention are properly carried out. In the absence of the President, the Vice President will carry out the duties normally performed by the President.
- (c) The Secretary.
  - (i) The Secretary shall keep a true record of the business transacted and the persons attending at all meetings of the Association.
  - (ii) Enter minutes of all resolutions and proceedings of the Association in a file to be kept for that purpose.
  - (iii) Keep a list of all member clubs and their addresses.
  - (iv) Issue notices of all meetings connected with the Association and conduct all correspondence as directed by the Committee.
  - (v) Keep a list of Association Member's names and contact addresses.

- (d) The Treasurer
  - (i) The Treasurer shall keep a record of the receipts and expenditure of the Association and report the financial position to the Association at each Association Committee Meeting.
  - (ii) Submit to the Annual General Meeting a statement of the accounts for the proceeding year, such accounts to be audited by a person dully appointed for that purpose.
- (e) Executive officers
  - Executive Officers shall attend to such matters as decided upon by the Association Committee.
- (6) Public Officer
  - (i) The Public Officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with 23, 28 and 45 of the Act.
  - (ii) The Public Officer must keep a current copy of the Constitution of the Association.
- (7) Delegation
  - (a) The Committee may delegate to a subcommittee or staff any of its powers or functions other than;
    - (i) this power of delegation; and
    - (ii) a duty imposed on the Committee by the Act or any other law.
  - (b) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
  - (c) The Committee may, in writing, revoke wholly or in part the delegation.

## **6. Vacancy of office**

- (1) Any member of the Association Committee may resign, by notice in writing to the Secretary.
- (2) Any member of the Association Committee who ceases to be a member of a club.
- (3) Any member who fails to attend three consecutive Association Meetings without sufficient cause, of which the Association Committee by resolution shall decide, and such a decision shall be final.
- (4) Any member who is guilty of misconduct shall automatically cease to be a Committee Member.
- (5) Any vacancy, which may occur in the Executive Committee, may be filled by a member from the same club and voted in by a majority of the Committee.

## **7. Co-opted members**

- (1) The Committee from time to time, and for such periods as it resolves, may co-opt not more than two extra members of a member club to join it in the Committee, for such special purposes as the Committee shall decide.

## **8. Election of committee members**

- (1) Executive Office Bearers, referred to as "the Executive Committee" shall be elected by ballot at the Annual General Meeting, in accordance with the procedure and conditions hereunder:
- (a) A candidate must be nominated by two members and such nomination will not be effective until the candidate has given his consent.
  - (b) Nomination shall be verbal at the Association Committee Meeting preceding the Annual General Meeting or at the Annual General Meeting of the Association, or in writing, bearing the signatures of both nominator and the written consent of the candidate, and lodged with the Secretary not less than fourteen days before the Annual General Meeting.
  - (c) Should there be insufficient nominees to fill all offices and places on the Executive Committee, the persons nominated shall be declared elected and nominations to fill the remaining vacancies shall be called from the floor at the Annual General Meeting. Such nominations shall be accepted subject to the consent of the nominee.
  - (d) The Secretary shall prepare a list of members nominated and furnish the list to the person appointed as the Returning Officer.
  - (e) The election shall be arranged and supervised by the Returning Officer who shall declare the result to the Annual General Meeting. Voting shall be on simple majority system.
  - (f) If the number of candidates is less than the number of vacancies to be filled and candidates are not available at the Annual General Meeting, the Committee shall be empowered at its first meeting after the Annual General Meeting to nominate suitable members to fill the vacancies.
  - (g) In the event of the votes cast for two or more candidates being equal in number, the Returning Officer shall exercise a casting vote as may be necessary to determine election as among such candidates.
  - (h) Election of the Committee to be in the order of President, Vice President, Secretary, Treasurer and Executive Officers.
  - (i) If an application is rejected, the applicant may appeal against the decision by giving written notice to the Secretary within 14 days after being advised of the rejection.
  - (j) If an applicant gives notice of an appeal against the rejection, the Committee must reconsider the application at the next meeting after receipt of the notice of appeal.
  - (k) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.
  - (l) Each member has one vote at general meetings of the association.

## **9. Quorum**

One half, (50%) also being a minimum of five members of the total Association Committee membership shall constitute a quorum for the Annual General Meeting and for any Special General Meeting. Should a quorum not be present within 30 minutes of the time appointed,

the meeting shall stand adjourned to another day and hour fixed by the members present. The adjourned meeting whether a quorum is present or not shall have the power to proceed with the business for which the meeting was called.

### **10. Alteration of constitution**

(1) Alteration of the Constitution shall be made only at an Annual General Meeting or Special General Meeting of the Association. Written notice of the proposed alteration shall be given to the Secretary no later than four weeks before the said Meeting.

### **11. Special general meetings**

(1) Half the number of members constituting a quorum for a general meeting may make a written request to the Committee for a special general meeting unless otherwise provided in the Schedule.

- (2) The request must –
  - (a) state the purpose of the special general meeting; and
  - (b) be signed by the members making the request.
- (4) If the Committee fails to convene a special general meeting within the time allowed –
  - (a) for clause 44(3)(b) – the appeal against the decision of the Committee 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 Committee.
- (5) 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.
- (6) The Secretary must give to all members not less than 21 days notice of a special general meeting.
- (7) 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.

### **12. Annual general meeting.**

- (1) The Secretary must give to all members not less than 14 days notice of an annual general meeting which must be held within 5 months of the

end of the financial year as specified in **section 18.** (Financial Management)

- (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 Committee; Note that Audited Financial Statements are to be available to members at least 14 days prior to the AGM. and are required to be presented at the AGM. The auditing requirements are as per Section 43 of the current NT Associations Act.
  - (b) Second – the election of new committee members;
  - (c) Third – any other business requiring consideration by the Association at the meeting.

### **13. Ordinary Management Committee Meetings.**

The order of business shall be:-

- (a) The persons present shall be counted by the Chairperson to determine if there is a quorum.
- (b) (i) The secretary shall present and read the previous meeting minutes and ask and record from the member's present approval of them.  
(ii) Discussion of any business arising from the minutes.
- (c) Current financial report, approval and discussion.
- (d) New business arising and discussion.

### **14. 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.

### **15. 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 Email to a member at the address of the member appearing in the register of members.
- (2) No alteration shall be made to the Constitution unless passed by at least two thirds of the Committee Members present and voting at the meeting.
- (3) Alteration of other Rules shall be passed by a simple majority of the members present and voting at the meeting.
- (4) If the constitution is altered, the Public Officer must ensure compliance with section 23 of the Act.

### **16. Access of information and special resolutions**

- (1) The following must be available for inspection by members:
  - (a) a copy of this constitution;
  - (b) minutes of general meetings; and
  - (c) annual reports and annual financial reports.

## **17. GRIEVANCE AND DISPUTES**

### **Grievance and disputes procedures**

- (1) This clause applies to disputes between –
  - (a) A member and another member; or
  - (b) A member and the Committee.
- (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 Committee; or

- (ii) For a dispute between a member and the Committee – 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.

## **18. Financial Management**

- (1) The financial year for the Association is from the 1st of July each year terminating on 30<sup>th</sup> June the following year.
- (2) The Association must open an account with a financial institution from which all expenditure of the Association is and into which all of the Association's revenue is deposited.
- (3) Subject to any restrictions imposed by the Association at a General meeting, the Committee may approve expenditure on behalf of the Association within the limits of the budget.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two committee members.
- (5) All funds must be deposited into the financial account of the Association no later than five working days after receipt or as soon as practicable after that day.

## **19. By-Laws**

(1) The Association Committee shall have the power to make, amend, alter or rescind By-laws for the management of the affairs of the Association, and to facilitate the carrying out of any of the objects of the Association.

(2) By-laws shall not be inconsistent with the Constitution of the Association, and should there be any inconsistency, the Constitution shall prevail over By-laws.

(3) The Association Committee shall declare the date, being a date on or after the By-law is made, amended, altered or rescinded, as being the date at which the making, amendment, alteration or rescission shall take effect.

## **20. Auditor**

(1) One Auditor, not a member of an affiliated club, shall be appointed or engaged by the Association Committee, and shall audit all books, accounts and funds for the Association, and shall furnish a report of such audit for the information of the Association yearly and shall certify every Annual Balance sheet issued by the Treasurer.

(2) The Committee shall give the Auditor every assistance and shall produce or cause to be produced such books, vouchers and documents, and shall furnish such information as the Auditor may require.

## **21. Visitors**

(1) Persons who are members of member clubs, or who in other manners show that they are interested in the objects of the Association, may with the consent of the Committee, attend Association Committee Meetings, and may take part in any other activities of the Association. However, shall not have any vote, nor any say in the Associations affairs.

(2) Visitors status shall be for such a period as shall be allowed by the Committee and may be terminated by the Committee at any time without reason being given.

## **22. Returning Officer**

(1) A member of a member club, not being a member of the Committee or nominee candidate for the new Committee shall be nominated as the Returning Officer for the Annual General Meeting of the Association.

(2) Such nominations shall be made at or before the Committee Meeting and the nomination shall be ratified by the members then present and voting at that meeting.

(3) The Returning Officer shall carry out the duties specified for them in Paragraph 9 (1).

(4) The decision of the Returning Officer on any matter relating to the Election of the Executive Committee shall be final.

(5) The Returning Officer's voting rights shall be limited to the power, granted under Paragraph 9 (1) (g).

## **23. Dissolution**

(1) The Association may be dissolved by resolution of the Committee members at a Special General Meeting and confirmed by a further Special General Meeting called at an interval of not less than 14 days nor more than 28 days thereafter.

(2) The two meetings may be convened on the one notice of meeting, which shall set out or have attached to it the manner in which it is proposed to deal with assets of the Association. If the resolution of the Association is carried by a majority of at least two thirds of the Committee present at the Special General Meetings.

The Committee of the Association shall proceed forthwith to liquidate the affairs of the Association in such a manner as directed by the Resolutions of the Special General Meetings