

CONSTITUTION
As Amended and Adopted November 2020



CONSTITUTION

Contents

1.	NAME.....	4
2.	OBJECTS AND PURPOSES	4
3.	MINIMUM NUMBER OF MEMBERS	4
4.	DEFINITIONS	4
5.	POWERS OF ASSOCIATION.....	6
6.	EFFECT OF CONSTITUTION	6
7.	INCONSISTENCY BETWEEN CONSTITUTION AND ACT	6
8.	ALTERING THE CONSTITUTION	6
9.	APPLICATION FOR MEMBERSHIP	7
10.	APPROVAL OF BOARD	7
11.	JOINING FEE	7
12.	ANNUAL MEMBERSHIP FEES	7
13.	LIFE MEMBERSHIP	8
14.	PATRON.....	8
15.	MEMBERS RIGHTS, PRIVILEGES AND DUTIES.....	8
16.	VOTING	9
17.	NOTICE OF MEETINGS AND SPECIAL RESOLUTIONS.....	9
18.	ACCESS TO INFORMATION ON ASSOCIATION.....	9
19.	RAISING GRIEVANCES AND COMPLAINTS	9
20.	ASSOCIATE MEMBERS	9
21.	CESSATION OF MEMBERSHIP	10
22.	NOTICE OF CESSATION OF MEMBERSHIP	10
23.	APPEALS AGAINST SUSPENSION OR EXPULSION.....	11
24.	ROLE AND POWERS.....	12
25.	COMPOSITION OF BOARD	13
26.	DELEGATION	13
27.	ELIGIBILITY OF DIRECTORS.....	14
28.	NOMINATIONS FOR ELECTION TO BOARD.....	14
29.	RETIREMENT OF DIRECTORS.....	14
30.	ELECTION BY DEFAULT	15
31.	ELECTION BY BALLOT.....	15
32.	VACATING OFFICE.....	15
33.	REMOVAL OF DIRECTOR.....	16
34.	FILLING CASUAL VACANCY ON BOARD.....	16
35.	COLLECTIVE RESPONSIBILITY OF BOARD.....	17
36.	CHAIRPERSON AND VICE-CHAIRPERSON	17
37.	SECRETARY	17
38.	TREASURER.....	17
39.	PUBLIC OFFICER	18
40.	FREQUENCY AND CALLING OF MEETINGS	19
41.	VOTING AND DECISION MAKING	19
42.	QUORUM.....	19

43. PROCEDURE AND ORDER OF BUSINESS..... 19

44. DISCLOSURE OF INTEREST 20

45. CONVENING GENERAL MEETINGS..... 20

46. SPECIAL GENERAL MEETINGS 20

47. ANNUAL GENERAL MEETING 21

48. SPECIAL RESOLUTIONS 21

49. NOTICE OF MEETINGS..... 22

50. QUORUM AT GENERAL MEETINGS 22

51. LACK OF QUORUM 22

52. VOTING 22

53. PROXIES 23

54. FINANCIAL YEAR..... 23

55. FUNDS AND ACCOUNTS 23

56. ACCOUNTS AND AUDITS 24

57. GRIEVANCE AND DISPUTES PROCEDURES 24

58. COMMON SEAL 25

59. DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP..... 25

CONSTITUTION

PART 1 - PRELIMINARY

1. NAME

The name of the incorporated association is the Cancer Council of the Northern Territory Incorporated hereinafter called 'CCNT'.

2. OBJECTS AND PURPOSES

The objects and purposes of the Association are:

- (a) To engage in programs for the education of the general public, health professionals or any other group as appropriate, throughout the Northern Territory in any matter related to cancer;
- (b) To provide, disseminate and ensure access to information on the most evidence based contemporary methods of treatment of cancer and to encourage and support the provision and extension of such methods in the Northern Territory;
- (c) To provide assistance to and amenities for those affected by a cancer diagnosis in the Northern Territory;
- (d) To encourage and support research into any aspect of cancer or into any problem which appears to be related;
- (e) To provide a forum for the exchange of ideas and information about cancer;
- (f) To identify areas of need and to initiate action to satisfy those needs
- (g) To become a Member of, establish or cooperate with any organisation (both within Australia and overseas) having objects whole or in part similar to the object of the Association;
- (h) To make representation on behalf of members and clients of the CCNT to Government and other Authorities;
- (i) To obtain monies through fundraising programs or by any other ethical means and to invest those monies and hold those investments for the purpose of fulfilling the objectives of the CCNT;
- (j) To manage the finances of the CCNT to ensure viability of the association and for the achievement of the objectives.

3. MINIMUM NUMBER OF MEMBERS

The Association must have at least ten (10) members.

4. DEFINITIONS

In this Constitution, unless the contrary intention appears

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

Board means the Management Board of the Association;

Director means member of the Management Board;

Entity means anybody or individual

Financial institution means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* (Cth);

General meeting means a general meeting of members convened in accordance with clause 45;

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;

Region means one of the three designated areas of the NT known as: Top End, Centralian and Katherine regions

Special resolution means a resolution notice of which is given under clause 48 and passed in accordance with section 37 of the Act.

PART 2- CONSTITUTION AND POWERS OF ASSOCIATION

5. POWERS OF ASSOCIATION

5.1 For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.

5.2 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

8.1 The Association may alter this Constitution by special resolution but not otherwise.

8.2 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

A Member of CCNT shall be any person or group or corporate body which:

- (a) makes written application to the Board to be a Member of CCNT, giving such details of status and functions as the Board may require and;
 - (i) be proposed by one member and seconded by another member
- (b) No person occupying a paid position with the CCNT shall be eligible to be a member

10. APPROVAL OF BOARD

- 10.1 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. The applicant shall be notified in writing within 14 days of the Board's decision.
- 10.2 If an application is rejected, the applicant may appeal against the decision by giving notice to the Chief Executive Officer within 14 days after being advised of the rejection.
- 10.3 If an applicant gives notice of an appeal against the rejection of the application, the Board must reconsider the application at the next Board meeting after receipt of the notice of appeal.
- 10.4 If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.

11. JOINING FEE

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

12. ANNUAL MEMBERSHIP FEES

- 12.1 The annual membership fee is a fixed amount determined from time to time by the Board.
- 12.2 The annual membership fee will be supplemented by a fee determined from time to time by the Board.

- 12.3 Each member must pay the fixed annual membership fee to the Chief Executive Officer prior to the annual general meeting.
- 12.4 A member whose annual membership fees and supplementary fees are not paid within 3 months after the due date ceases to be a member unless the Board determines otherwise.

13. LIFE MEMBERSHIP

- 13.1 Life Membership may be conferred at annual general meeting.
- 13.2 Nomination for election to Life Membership must be in writing including such information as is reasonably required for the Board to endorse or reject the nomination.
- 13.3 Subsequent to endorsement the nomination will be presented to the annual general meeting for consideration where a two-thirds majority must agree to the Life Membership.
- 13.4 The person's contribution to be on the basis of demonstrated extraordinary, distinctive service to cancer related activities in the Northern Territory for an extended period, and submissions shall include such detail as in the opinion of the nominating person are reasonably required for the Board to endorse or reject the nomination.
- 13.5 Life Membership will be honorary, and holder will be entitled to all rights and privileges as a financial member.

14. PATRON

- 14.1 The Board may at any time appoint a Patron.
- 14.2 The position of Patron shall be honorary and shall not entitle the holder to vote on any matter.

Division 2- Rights of members

15. MEMBERS RIGHTS, PRIVILEGES AND DUTIES

- 15.1 Subject to clause 16.5, a member may exercise the rights of membership when its name is entered in the register of members.
- 15.2 All Members admitted to membership shall be deemed to have accepted and be bound by this Constitution and Regulations (including all variations, amendments and alterations of this Constitution and Regulations).
- 15.3 A right of membership of the Association -
 - (a) is not capable of being transferred or transmitted to another entity; and
 - (b) terminates on the cessation of membership whether by dissolution, resignation or otherwise.

- (c) All Members shall meet all subscriptions, fees, levies and other financial obligations in a proper and timely manner, as determined by the Board from time to time.

16. VOTING

- 16.1 Subject to subclause 16.5 and clause 20, each member may appoint a delegate in general meeting
- 16.2 A delegate must be a bona fide representative of the member.
- 16.3 A delegate may be independent of the member.
- 16.4 The Board shall be informed of the appointment of a delegate, and any subsequent alteration to such appointment by written notice signed by two representatives of the member not less than 14 days prior to the general meeting.
- 16.5 A member is not eligible to vote until 10 working days after his or her application has been accepted.
- 16.6 For the purpose of general meeting each Director shall cast one vote in addition to any vote cast on behalf of a member.

17. NOTICE OF MEETINGS AND SPECIAL RESOLUTIONS

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

18. 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

19. RAISING GRIEVANCES AND COMPLAINTS

- 19.1 A member may raise a grievance or complaint about a Director, the Board or another member of the Association.
- 19.2 The grievance or complaint must be dealt with by the procedures set out in Part 8.

20. ASSOCIATE MEMBERS

An associate member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

Division 3- Termination, cancellation, suspension and expulsion

21. CESSATION OF MEMBERSHIP

- (a) Any member may resign from the Association by giving to the Association Secretary notice in writing of the Member's intention to do so. Such resignation shall take effect at the expiration of one (1) month from the date of service of that notice.
 - i. The notice must be signed by the member and posted, electronically delivered or given personally to the Chief Executive Officer
- (b) The Board may (in addition to any other right it may exercise under this Constitution) resolve to terminate, suspend or expel any member (the Cited Member) for:
 - i. any misconduct;
 - ii. action or omissions injurious to the Association;
 - iii. any matter which in the opinion of the Board is contrary to the interests of the Association;
 - iv. for failure to comply with the Constitution or the Regulations including non-payment of the annual membership fee within the time allowed under clause 12.4;or
 - v. suffering an Insolvency Event.

22. NOTICE OF CESSATION OF MEMBERSHIP

- 22.1. Upon the occurrence of any of the events in clause 21(b), the Association Secretary shall give not less than 30 days' notice to the Cited Member of any intention that the Board proposes to take action pursuant to this clause.
- 22.2. 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).
- 22.3. At the meeting, the Board must afford the member a reasonable opportunity to be heard or to make representations in writing.

- 22.4. 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.
- 22.5. Subject to clause 23, 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.

23. APPEALS AGAINST SUSPENSION OR EXPULSION

- 23.1. A member who is suspended or expelled under clause 21(b) may appeal against that suspension or expulsion by giving notice to the Chief Executive Officer within 14 days after receipt of the Board's decision.
- 23.2. 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.
- 23.3. 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.
- 23.4. The member is not suspended or does not cease to be a member until the decision of the Board to suspend or expel the member is confirmed by a resolution of the members.

PART 4- MANAGEMENT BOARD

Division 1- General

24. ROLE AND POWERS

- 24.1. The management and control of the business and affairs of the Association shall be vested in the Directors who may exercise all such powers and do all such acts and things as the Association is by its Constitution or otherwise authorised to exercise and do and are not by this Constitution or by statute directed or required to be exercised or done by the Association at a General Meeting of Members.
- (a) The Board may from time to time prescribe such Regulations of the Association as it sees fit and report such prescribed Regulations to the membership at the AGM. The Board may amend, modify, add to, delete from or cancel any Regulation at any time as it sees fit. Such Regulations shall not be inconsistent with this Constitution or the Northern Territory Associations Act.
 - (b) The powers of the Directors under this Constitution shall be subject to the provisions of the Northern Territory Associations Act and of this Constitution, and to any Regulations from time to time and at all times to resolutions made by the Association in General Members Meetings provided that no Regulations so made shall invalidate any prior act of the Directors which would have been valid if such Regulation had not been made.
 - (c) So far as shall be practicable and not inconsistent with the provisions of this Constitution, any power authority or discretion vested in the Directors may be exercised at any time and from time to time as they shall think fit.
- 24.2. 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.
- 24.3. The Board may appoint and remove staff.
- 24.4. The Board may establish one or more subcommittees. Nominations for these subcommittees will be called for at the discretion of the Board. All appointments will be made by the Board.
- (a) The Directors may delegate any of their powers to committees consisting of such persons as they think fit and may revoke or vary such delegation whenever they think fit. The Directors must appoint a Chairperson of such committees as they establish.
 - (b) Any committee so formed shall in the exercise of the powers so delegated conform to any Regulations that may be imposed on it from time to time by the Directors

25. COMPOSITION OF BOARD

25.1. The Management Board consists of-

- (a) a Director to be Chairperson;
- (b) a Director to be Vice-Chairperson;
- (c) Five Directors;

25.2. At the first meeting of The Board following the AGM the Board will elect from the elected Directors a Director to be Chairperson and a Director to be Vice Chairperson. Such term is yearly and becomes vacant at the next AGM. A person may be reappointed as a Chairperson or Vice-chairperson

- (a) The Directors may confer the Chairperson with such powers that the Directors think fit, subject to this Constitution.
- (b) The Directors may confer the Deputy Chairperson with such powers that the Directors think fit, subject to this Constitution.
- (c) The Chairperson or Vice Chairperson may be removed at any time by resolution of which notice shall have been given to all Directors for the time being in Australia not less than 14 days before the meeting of Directors at which the resolution is proposed.
 - (i) Three votes from the presiding Directors are required to document the proposed resolution for the removal of either the Chairperson or Vice Chairperson;
 - (ii) The Association Secretary will circulate the documented resolution;
 - (iii) Every Director shall have the opportunity to cast a confidential vote to the Association Secretary;
 - (iv) The Association Secretary shall advise each Director of the outcome of the confidential vote.
 - (v) A majority vote is required; and
 - (vi) For the purposes of this Clause the Presiding Chairperson shall not cast a 'casting' vote.

25.3. The Board must appoint a person to be the Association's Public officer

26. DELEGATION

26.1. 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.

- 26.2. The delegation will be subject to the conditions and limitations the Board considers appropriate.
- 26.3. The Board may, in writing, revoke wholly or in part the delegation.

Division 2- Tenure of office

27. ELIGIBILITY OF DIRECTORS

- 27.1. A Director must be 18 years or over.
- 27.2. A Director must provide written agreement to the Association's Directors Code of Conduct.
- 27.3. Directors must be elected to the Board at an annual general meeting or appointed under clause 34.
- 27.4. A Director shall be a natural person.
- 27.5. A Director shall be a member of the Association.

28. NOMINATIONS FOR ELECTION TO BOARD

- 28.1. A person is not eligible for election to the Board unless the Chief Executive Officer receives a written nomination for that person not less than 7 days before the date of the next annual general meeting.
- 28.2. The nomination must be signed by –
 - (a) the nominator and a seconder, both of whom shall be member delegates; and
 - (b) the nominee to signify his or her willingness to stand for election
- 28.3. 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.

29. RETIREMENT OF DIRECTORS

- 29.1. The terms of office of the Directors (including positions of Chairperson and Vice Chairperson) are 'staggered' to ensure reasonable continuity. Elections will therefore occur annually with four director positions due for election one year and three director positions due for election in the alternate year
 - (i) The Chief Executive Officer will maintain a register of director positions due for election each year.

- 29.2. A Director holds office until the next electoral annual general meeting relevant to their term of office as per clause 30.1 unless the Director vacates the office under clause 32 or is removed under clause 33.
- (i) The term of office for all Directors is two years
- 29.3. When an election is held pursuant to Clause 35.1 (Filling Casual Vacancies) and that election for the vacancy would not otherwise have been due until the following annual general meeting, once elected, the Director shall hold office for a period of one year.
- 29.4. The Chairperson of the outgoing Board must preside at the annual general meeting until a new Director is elected as Chairperson.
- 29.5. Directors may serve consecutive terms on the Board but not exceeding five consecutive terms (total of ten years).

30. ELECTION BY DEFAULT

- 30.1. If the number of persons nominated for election to the Board under clause 28 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as Directors at the annual general meeting.
- 30.2. If vacancies remain on the Board after the declaration under subclause 30.1, additional nominations of Directors may be accepted from the floor of the annual general meeting.
- 30.3. If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to be duly elected as Directors.
- 30.4. 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 34.

31. ELECTION BY BALLOT

- 31.1. if the number of nominations exceeds the number of vacancies on the Board, ballots for those positions must be conducted.
- 31.2. The ballot must be conducted in a manner determined by the Board.
- 31.3. The person/s chosen by ballot must be declared by the Chairperson to be duly elected as Director/s of the Board.

32. VACATING OFFICE

The office of a Director becomes vacant if –

- (a) the Director –

- (i) is disqualified from being a Director 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) The Chairperson and Vice Chairperson must be a resident of the Northern Territory;
 - (v) The majority of the Directors (inclusive of the Chairperson and Vice Chairperson) must be residents of the Northern Territory.
- (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 Chairperson;

of which meetings the Director received notice and the Board has resolved to declare the office vacant.

33. REMOVAL OF DIRECTOR

- 33.1. The Association, through a special general meeting of members, may remove any Director before the Director's term of office ends.
- 33.2. If a vacancy arises through removal under subclause 33.1 the vacancy must be filled in accordance with clause 35.

34. FILLING CASUAL VACANCY ON BOARD

- 34.1. If a vacancy remains on the Board after the application of clause 30 or if the office of a Director becomes vacant under clauses 32 and 34, the Board may appoint another appropriate person to fill that vacancy. The term of office for a person so appointed shall be until the next Annual General Meeting when the position shall be subject to election by the members whether or not it would otherwise have been due.
- 34.2. If the position of Chairperson or Vice chairperson becomes vacant, the board has the right to elect a new Chairperson or Vice Chairperson. The term of this appointment is subject to the intention of clause 26.2. The board has the right at any time in a constituted meeting to elect a different director as a Chairperson and or Vice Chairperson.
- 34.3. 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.

Division 3 - Duties of Directors

35. COLLECTIVE RESPONSIBILITY OF BOARD

- 35.1. As soon as practicable after being elected to the Board, each Director must become familiar with the Act and regulations made under the Act.
- 35.2. The Board is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.
- 35.3. As soon as practicable after being elected to the Board, each Director must sign a Directors Code of Conduct agreement.

36. CHAIRPERSON AND VICE-CHAIRPERSON

- 36.1. Subject to subclauses 36.2 and 36.3, the Chairperson must preside at all general meetings and Board meetings.
- 36.2. If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.
- 36.3. If the Chairperson and the Vice-Chairperson are both absent, the presiding member for that meeting must be-
 - (a) a Director elected by the other members present if it is a general meeting; or
 - (b) a Director elected by the other Directors present if it is a Board meeting.

37. SECRETARY

The role of the Secretary is delegated to the Chief Executive Officer in accordance with clause 38. The Chief Executive Officer 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 38.5 to be in the custody of the Treasurer; and

38. TREASURER

- 38.1. The role of the Treasurer is delegated to the Chief Executive Officer in accordance with clause 38. The Chief Executive Officer 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) bank all moneys received into the account of the Association within a reasonable time after receipt;
 - (c) make any payments ratified by the Board or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed in accordance with instruction from the Board.
- 38.2. The Chief Executive Officer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- 38.3. The Chief Executive Officer must coordinate the preparation of the Association's annual statement of accounts.
- 38.4. If directed to do so by the Chairperson, the Chief Executive Officer must submit to the Board a report, balance sheet or financial statement in accordance with that direction.
- 38.5. The Chief Executive Officer 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.

39. PUBLIC OFFICER

- 39.1. 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.
- 39.2. The public officer must keep a current copy of the Constitution of the Association.

PART 5 - MEETINGS OF MANAGEMENT BOARD

40. FREQUENCY AND CALLING OF MEETINGS

- 40.1. The Board must meet together for the conduct of business not less than 5 times in each financial year, one of which is the AGM.
- (a) The Directors may meet together in person or by electronic device, provided that at all times the Directors shall be able to hear and may be heard by all other Directors at the meeting, for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors may agree to dispatch aspects of the business via email or other electronic means as required.
- (c) Directors must be given reasonable notice of all meetings held electronically or otherwise and a quorum must be maintained at all meetings.
- 40.2. The Chairperson, or at least half the Directors, may at any time convene a special meeting of the Board.
- 40.3. A special meeting may be convened to deal with an appeal under clause 23.

41. VOTING AND DECISION MAKING

- 41.1. Each Director present at the meeting has a deliberative vote.
- 41.2. A question arising at a Board meeting must be decided by a majority of votes.
- 41.3. If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

42. QUORUM

For a Board meeting 4 Directors constitute a quorum.

43. PROCEDURE AND ORDER OF BUSINESS

- 43.1. The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- 43.2. The order of business may be determined by the Directors present at the meeting.
- 43.3. Only the business for which the meeting is convened may be considered at a special meeting.

44. DISCLOSURE OF INTEREST

- 44.1. A Director 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.
- 44.2. The Chief Executive Officer must record the disclosure in the minutes of the meeting.
- 44.3. The Chairperson must ensure a Director 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

45. CONVENING GENERAL MEETINGS

- 45.1. The Association must hold its first annual general meeting within 18 months after its incorporation.
- 45.2. The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- 45.3. The Board-
 - (a) may at any time convene a special general meeting;
 - (b) must, within 30 days after the Chief Executive Officer receives a notice under clause 23.1, 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 46.1, convene a special general meeting for the purpose specified in that request.

46. SPECIAL GENERAL MEETINGS

- 46.1. 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.
- 46.2. The request must-
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.
- 46.3. If the Board fails to convene a special general meeting within the time allowed-
 - (a) for clause 45.3(b) - the appeal against the decision of the Board is upheld; and

- (b) for clause 45.3(c) - the members who made the request may convene a special general meeting as if they were the Board.
- 46.4. If a special general meeting is convened under subclause 46.3(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- 46.5. The Chief Executive Officer must give to all members not less than 14 days' notice of a special general meeting.
- 46.6. 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.

47. ANNUAL GENERAL MEETING

- 47.1. The Chief Executive Officer must give to all members not less than 14 days' notice of an annual general meeting.
- 47.2. 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.
- 47.3. The order of business for each annual general meeting is as follows:
 - (a) first - the endorsement of the previous annual general meeting minutes as an accurate record of that meeting;
 - (b) second - presentation of the Chairperson's report
 - (c) third - consideration of the accounts and reports of the Board;
 - (d) fourth - the election of Directors at electoral annual general meetings;
 - (e) fifth - any other business requiring consideration by the Association at the meeting.

48. SPECIAL RESOLUTIONS

- 48.1. A special resolution may be moved at any general meeting of the Association.
- 48.2. The Chief Executive Officer must give all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed.
- 48.3. The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

49. NOTICE OF MEETINGS

- 49.1. The Chief Executive Officer must give 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.
- 49.2 If a notice is sent by post under subclause 49.1(b), sending of the notice is taken to have been properly affected if the notice is addressed and posted to the member by ordinary prepaid mail.

50. QUORUM AT GENERAL MEETINGS

At a general meeting 10 member delegates present in person or by telephone or video connection constitutes a quorum.

51. LACK OF QUORUM

- 51.1. 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 45.3(a) – the meeting stands adjourned to the same time on the same day in the following week and at a venue to be determined;
 - (b) for a meeting convened under clause 45.3(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 45.3(c)- the meeting lapses.
- 51.2. If within 30 minutes after the time appointed by subclause 51.1(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person, by phone or videoconference or by proxy may proceed with the business of that general meeting as if a quorum were present.
- 51.3. 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.
- 51.4. 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.
- 51.5. If a general meeting is adjourned for a period of 30 days or more, the Chief Executive Officer must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

52. VOTING

- 52.1. Subject to clauses 16.5 and 20, each member present in person or by proxy and each Director is entitled to a deliberative vote at general meeting.
- 52.2. 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.
- 52.3. A poll may be demanded by the Chairperson or by 3 or more members present in person or by proxy.
- 52.4. If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

53. 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

54. FINANCIAL YEAR

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

55. FUNDS AND ACCOUNTS

- 55.1. 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.
- 55.2. 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.
- 55.3. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by in accordance with the Board's instructions.
- 55.4. 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.

- 55.5. With the approval of the Board, the Chief Executive Officer 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.
- 55.6. With the approval of the Board the Chief Executive officer may secure a loan, including authority to establish a line of credit via a credit card, to meet the operational needs of the organisation. Such loan application is to be signed in accordance with the board's instructions

56. ACCOUNTS AND AUDITS

The responsibility of the Board under clause 35.2 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.

PART 8 - GRIEVANCE AND DISPUTES

57. GRIEVANCE AND DISPUTES PROCEDURES

- 57.1. This clause applies to disputes between-
- (a) a member and another member; or
 - (b) a member and the Board.
- 57.2. 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.
- 57.3. 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.
- 57.4. 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.

- 57.5. A member of the Association can be a mediator.
- 57.6. The mediator cannot be a party to the dispute.
- 57.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 57.8. 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.
- 57.9. The mediator must not determine the dispute.
- 57.10. 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

58. COMMON SEAL

- 58.1. 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 Chief Executive Officer.
- 58.2. The affixing of the common seal of the Association must be witnessed by any 2 of the following:
- (a) The Chairperson
 - (b) The Public Officer
 - (c) The Chief Executive Officer
- 58.3. The common seal of the Association must be kept in the custody of the Chief Executive Officer.

59. DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP

- 59.1. 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.
- 59.2. The surplus assets must be given or transferred to another incorporated association incorporated that –

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

ADOPTED AS THE CONSTITUTION OF THE CANCER COUNCIL OF THE NORTHERN TERRITORY INCORPORATED ON THE 24TH NOVEMBER 2020.

The Constitution of April 2020 has been adopted in accordance with a resolution of a Special General Meeting and this document is signed for and on behalf of the Cancer Council NT Inc by:

A handwritten signature in black ink, appearing to be "Derek Campbell", written above a horizontal line.

Public Officer: Derek Campbell