

# Baseball Northern Territory Incorporated

# CONSTITUTION

Effective From: 24 November 2024

This is the Annexure marked 'A' referred to in the Statutory Declaration of

.....  
..... (Name of Public Officer)

Made on the ..... Day of .....

Before me

.....  
.....  
..... (Signature of witness on statutory declaration)



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# ASSOCIATIONS ACT (NT) CONSTITUTION

of

## Baseball Northern Territory Incorporated

### 1. NAME OF ASSOCIATION

The name of the incorporated association is “Baseball Northern Territory Incorporated” (“BNTI”) herein after also referred to as “**the Association**”.

### 2. DEFINITIONS AND INTERPRETATION

#### 2.1 Definitions

In this Constitution unless the contrary intention appears:

“**Act**” means the *Associations Act (NT)*.

“**Affiliate Member**” means a Regional Association which is admitted as an Affiliate Member under clause 5.

“**Annual General Meeting**” means a meeting of the kind of described in clause 18(a).

“**Appointed Director**” means a director appointed under clause 12.

“**Board**” means the body consisting of the Directors and constituting the committee for the purposes of the Act.

“**Club**” means a club that enters teams in a competition in the Sport.

“**Constitution**” means this Constitution of the Association.

“**Delegate**” means, in respect of an Affiliate Member, the person for the time being appointed as the Affiliate Member’s delegate under clause 20(b).

“**Director**” means a member of the Board and includes Elected Directors and Appointed Directors and any person acting in that capacity from time to time appointed in accordance with this Constitution.

“**Elected Director**” means a director appointed under clause 11.

“**Financial Year**” means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

“**General Meeting**” means a general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

**“Individual Member”** means a person admitted as a member of the Association under clause 5.

**“Intellectual Property”** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in the Northern Territory.

**“Life Member”** means an individual appointed as a life member of the Association under clause 5.

**“Member”** means a member for the time being of the Association.

**“NSO”** means National Sporting Organisation particularly referring to Australian Baseball Federation (“ABF”) and herein also referred to as Baseball Australia (“BA”).

**“Objects”** means the objects of the Association in clause 2.

**“Ordinary Resolution”** means:

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; or
- (b) at a meeting of the Board or a committee of the Board, a resolution passed by a majority of those present, entitled to vote and voting.

**“Participants”** means persons who participate in the Sport whether as players, coaches, umpires or other officials.

**“Regional Association”** means a regional association that conducts competitions in the Sport.

**“Regulation”** means a rule, regulation, by-law or policy made by the Board under this Constitution.

**“Seal”** means the common seal of the Association.

**“Special General Meeting”** means a general meeting of Members convened in accordance with clause 19.

**“Special Resolution”** means a resolution that is passed:

- (a) at a General Meeting of the Members, being a meeting of which at least 21 days’ notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to all Members; and
- (b) by at least three-quarters of the votes of those Members who, being entitled to vote, vote in person.

**“Sport”** means the sport of Baseball.

## 2.2 Interpretation

In this Constitution:

- A. a reference to a function includes a reference to a power, authority and duty;

- B. a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- C. words importing the singular include the plural and vice versa;
- D. words importing any gender include the other genders;
- E. persons include corporations and bodies politic;
- F. references to a person include the legal personal representatives, successors and permitted assigns of that person;
- G. a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re enactments or replacements of any of them (whether of the same or another legislative authority having jurisdiction); and
- H. unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

## 2.3 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting, the Board or a sub-committee of the Board, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

## 2.4 The Act

- A. Words and phrases which are defined in the Act and which are not specifically defined in clause 2.1 above and have the same meanings in this Constitution as they do in the Act.
- B. The model constitution prescribed the *Association (Model Constitution) Regulations (NT)* is expressly displaced by this Constitution.

## 3. OBJECTS OF THE ASSOCIATION

The Objects of the Association are to:

- A. encourage, promote, advance and administer the Sport throughout the Northern Territory
- B. arrange, conduct and regulate competitions in the Sport;
- C. affiliate with the NSO and act as its Northern Territory affiliated member;
- D. maintain and enhance the reputation of the Sport and the standards of play and behaviour of Participants; and
- E. undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

## 4. POWERS OF THE ASSOCIATION

For furthering the Objects, the Association has:

- A. the specific rights, powers and privileges conferred on it by sections 11 and 13 of the Act; and
- B. in addition, all the powers it would have if it were a company incorporated under the *Corporations Act 2001 (Cth)*.



## 5. MEMBERS

### 5.1 Minimum Number of Members

The Association must have at least 5 Members.

### 5.2 Categories of Members

The Members of the Association consist of:

- A. Life Members; and
- B. Affiliate Members; and
- C. Individual Members.

### 5.3 Admission of Members

- A. Subject to clause 5.7, a candidate for membership must apply to the Board in writing.
- B. The application must:
  - i. be in a form approved by the Board;
  - ii. contain full particulars of the name and address and contact details of the applicant;
  - iii. identify the category of membership for which the applicant is applying; and
  - iv. contain any other information prescribed by the Regulations for an application for membership in that category.

### 5.4 Discretion to accept or reject application

- A. The Board may accept or reject an application whether the applicant has complied with the requirements in clause 5.3 or not. The Board are not required, nor can they be compelled to provide, any reason for rejection.
- B. Membership begins upon completion of the following:
  - i. acceptance of the application by the Board; and
  - ii. payment of any fees payable by the new Member.

### 5.5 Life Members

- A. Life Membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Sport in the Northern Territory.
- B. One person may be appointed a Life Member per year only by Special Resolution put to an Annual General Meeting by the Board.
- C. Any Member may recommend a person for Life Membership by notice in writing to the Board not less than 14 days prior to the Annual General Meeting for consideration at that Meeting. A recommendation made under this clause must include a written report outlining the history of services of the nominee.
- D. Only life member nominations of people who have rendered distinguished service to baseball in the Northern Territory, where such service is deemed to have assisted in the advancement of baseball in the Northern Territory, are eligible to have Life Membership conferred on them.
- E. A Life Member has the right to receive notice of General Meetings and to be present and to debate but not to vote at General Meetings.
- F. A Life Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid by a Participant in his or her capacity as a Participant).

## 5.6 Affiliate Members

- A. A Regional Association may apply to the Board for admission to membership as an Affiliate Member.
- B. To be, or remain, eligible for Affiliate Membership, a Regional Association must be incorporated or be in the process of incorporation.
- C. An Affiliate Member has the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.
- D. Each Affiliate Member is taken, by virtue of that membership, to have agreed:
  - i. that it recognises the Association as the authority for the Sport in the Northern Territory and the NSO as the national authority for the Sport;
  - ii. that it will submit an up-to-date copy of its constituent documents
  - iii. to the Board as and when requested by the Board or required by the Regulations;
  - iv. that it will conscientiously attend General Meetings;
  - v. that it will maintain, in a form acceptable to the Association, a
  - vi. register of its members and provide a copy of the register to the Board on request by the Board;
  - vii. any changes to Affiliate Member Board Members require
  - viii. notification to the Association within 7 days of the change occurring; and
  - ix. that, if requested by the Association, it will provide the Association
  - x. with copies of its audited statement of accounts, auditor's report
  - xi. and the report required under section 43 of the Act for the last
  - xii. financial year as soon as practicable following each Annual General Meeting of the Affiliate Member.
- E. If an Affiliate Member is not incorporated at the time of applying for membership, the process of incorporation must be completed within one year of applying for membership. If it is not, its membership will lapse but it may reapply on becoming incorporated.
- F. Each Affiliate Member must have constituent documents which:
  - i. Clearly reflect the Objects; and
  - ii. Conform with this Constitution, the Regulations and the constitution and regulations of the NSO.

## 5.7 Individual Members

- A. An individual who is a Participant or who has an interest in the Sport may apply to be an Individual Member of an Affiliate Member, via a Club.
- B. An Affiliate Member, via a Club, must apply for each of its Participants who represent the Club in competition in any way to be an Individual Member and may apply for any of its other members to be an Individual Member.
- C. An application under clause 5.7(b) must be signed by both the applicant Participant and the Affiliate Member.
- D. Individual Members are to be updated in the Association's database prior to their first game.
- E. An Individual Member has the right to receive notice of General Meetings and to be present but not to debate or vote at General Meetings. Notice given to an Affiliate Member is taken to be notice to all of the Members and Participants of that Affiliate Member.

## 5.8 Obligations of Members

Each Member must:

- A. treat all staff, contractors and representatives of the Association and the NSO with respect and courtesy at all times;
- B. maintain and enhance the standards, quality and reputation of both the Association and the Sport;
- C. not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Association, the NSO or the Sport; and
- D. in the case of an Affiliate Member:
  - i. take reasonable steps to prevent any of its members or any Participant associated with it from acting in a way that is likely to bring the Association, the NSO, or the Sport into disrepute or which might adversely affect or derogate from the standards, quality and reputation of the Sport and its maintenance and development; and
  - ii. take reasonable steps to discipline appropriately any of its Members or any Participant associated with it if the Member or Participant acts in such a way.

### 5.9 Register of Members

- A. The Association must keep and maintain a register of Members in accordance with the Act.
- B. In addition to the information required by the Act, the Register may contain such other information as the Board considers appropriate.
- C. Members must provide the Association with the details required by the Association to keep the register complete and up to date.

### 5.10 Effect of Membership

- A. This Constitution constitutes a contract between each of the Members and the Association and each Member is bound by this Constitution and the Regulations.
- B. Each Member is bound by the NSO's constitutions and regulations.

## 6. CESSATION OF MEMBERSHIP

### 6.1 General

- A Member ceases to be a Member of the Association if:
- A. The Member dies;
  - B. The Member is dissolved, wound up or bankrupted;
  - C. The Member resigns from membership in accordance with clause 6.2; or
  - D. In the case of an Individual Member admitted to membership under clause 5.7(B):
    - i. The Member ceases to be a member of an Affiliate Member or ceases to be a Participant who represents an Affiliate Member in a competition; or
    - ii. The Affiliate Member who applied for that Individual Member to be admitted to membership of that Association ceases to be an Affiliate Member; or
  - E. The Member is expelled from the Association under clause 6.3.

### 6.2 Notice of Resignation

A Member may resign from membership of the Association on one month's notice in writing to the Association. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Association.

### 6.3 Expulsion for breach

- A. Subject to clause 6.3(C) but despite anything contained in any Regulation made under clause 7(A), the Board may expel a Member from membership of the Association if, in the opinion of the Board, the Member has materially breached any of its obligations under this Constitution or the Regulations.
- B. The Board may, in its discretion, convene a judiciary committee under clause 7(C) to hear and determine an allegation that a Member has materially breached one or more of its obligations under this Constitution or the Regulations and to make recommendations to the Board about the appropriate consequences of its findings. The Board may rely on the findings and recommendations of the judiciary committee.
- C. A Member may not be expelled under clause 6.3(A) unless the Member has been afforded natural justice.

### 6.4 Return of Property

A Member who ceases to be a Member must not thereafter use any property of the Association (including, without limitation, its Intellectual Property) and must immediately return to the Association all of the Association's documents, records or other property in the possession, custody or control of the former Member.

### 6.5 Membership may be Reinstated

- A. Nothing in this clause 6 prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Board is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- B. Membership which has ceased under this clause 6 may be reinstated at the discretion of the Board without an application having been made under clause 6.5(A), with such conditions as it deems appropriate.

### 6.6 Refund of Membership Fees

Membership fees or subscriptions paid by the former Member may, at the Board's discretion, be refunded on a pro-rata basis to the Member on cessation of the membership.

## 7. DISCIPLINE

- A. The Board may make Regulations governing the hearing and determination of disputes, protests or complaints by or against Members or Participants and any other matter involving the enforcement of this Constitution or the Regulations against Members or Participants.
- B. A Regulation made under clause 7(A) may:
  - i. Provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause 7(A);
  - ii. Prescribe penalties for breaches of this Constitution or the Regulations;
  - iii. Invest a judiciary committee or tribunal with power to impose penalties;
  - iv. And otherwise prescribe the procedures for dealing with cases falling under clause 7(A).
- C. Despite any Regulation made under clause 7(A), the Board may itself deal with any disciplinary matter referred to it or appoint a judiciary committee to do so.
- D. All proceedings relating to cases falling under clause 7(A) must be conducted

according to the rules of natural justice.

## 8. SUBSCRIPTIONS AND FEES

- A. The Board will:
  - i. i. Fix annual membership subscriptions;
  - ii. ii. Fix such other fees or levies as the Board considers prudent for the effective and sustainable management of the affairs of the Association; and
  - iii. iii. Determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Association.
- B. The Board may fix subscriptions, fees or levies at different rates for different categories of Membership and may determine that no subscriptions are payable by one or more of the categories for any year.
- C. The Board may also authorise payment of subscriptions, fees or levies by instalments for some or all of the categories of membership and it may prescribe different terms of instalments for different categories of membership.
- D. On admission to membership a new Member must pay the current full year's subscription unless the Board agrees to accept payment in instalments.
- E. The Board may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members of the same category if the Board is satisfied that there are special reasons to do so.

## 9. POWERS OF THE BOARD

### 9.1 Board

The Board constitutes the committee for the purposes of the Act.

### 9.2 General powers of Board

- A. Subject to the Act and this Constitution, the business and affairs of the Association must be managed by the Board which may exercise the powers of the Association for that purpose.
- B. The Board must perform its functions in the pursuit of the Objects and in the interests of the Association as a whole, having regard to the Association's position as the governing body for the Sport in the Northern Territory and therefore as a custodian of the Sport's reputation in the State.

### 9.3 Limitation

The Board may not cause the Association to disaffiliate from the NSO without an Ordinary Resolution of the Members in a General Meeting.

## 10.COMPOSITION OF THE BOARD

### 10.1 Composition of the Board

The Board will comprise:

- A. Elected Directors under **clause 11 with one nominated by each of the Affiliated Members**; and
- B. Up to seven (7) Appointed Directors under **clause 12**.

### 10.2 Portfolios

The Board will define

- A. President
- B. Finance Director
- C. Governance Director
  - i. The Governance Director will take on the role of Public Officer ensuring that the criteria set out in 10.3 is met.
  - ii. In circumstances where the Governance Director does not reside in the Northern Territory, then the Board may appoint the role of Public Officer to a different Director who does reside in Northern Territory.
- D. The Board may allocate additional portfolios to Directors as required.

### 10.3 Public Officer

- A. 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
- B. The Public Officer must keep a current copy of the Constitution of the Association.
- C. The Public Officer must reside in the Northern Territory.
- D. The Public Officer must be over the age of eighteen (18).
- E. The Public Officer will be appointed to the Governance Director in accordance with 10.2(C) whereby if the Governance Director does not reside in the Northern Territory, the Board must appoint the role of Public Officer to a different Director who does fulfil that stipulation.

## 11.ELECTED DIRECTORS

### 11.1 Nominations

- A. The Board must call for nominations for Elected Director at least twenty-one (21) days prior to the Annual General Meeting
- B. The Board may, when it calls for nominations, indicate which portfolios on the Board it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

### 11.2 Form of Nomination

Nominations must:

- A. Be in writing;
- B. Be in the prescribed form (if any) provided for that purpose;
- C. Be signed by the nominee;
- D. Disclose any position the nominee holds in a Regional Association or a Club, including as an officer, a Participant, a Delegate or an employee; and
- E. Be delivered to the Association not less than five (5) days before the date fixed for the Annual General Meeting.

### 11.3 Elections

- A. If the number of nominations received for the Board does not exceed the number of vacancies to be filled, then, subject to clause 11.3(3), those nominated will be declared elected at the Annual General Meeting.
- B. If there are insufficient nominations received to fill all vacancies on the Board, nominations for the remaining Elected Director positions may be made from the floor of the Annual General Meeting. If the number of nominations received from the floor does not exceed the number of vacancies to be filled, then, subject to clause 11.3(e),

those nominated will be declared elected at the Annual General Meeting.

- C. If at any stage the number of nominations for the Board exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.
- D. Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Board from time to time or if the Board has not made a determination, by the method determined by the President of the Annual General Meeting.
- E. At the end of the procedures described in clauses 11.3(a) to 11.3(d) above, any Affiliate Member may demand a confirmatory vote in which case each Board Member appointed or elected under the preceding clauses at that meeting must have his or her appointment or elected approved by Ordinary Resolution of the meeting. If the appointment or election of a Prospective Director is not approved by the meeting, he or she will not be entitled to take office.
- F. If at the close of the Annual General Meeting, vacancies on the Board remain unfilled, the vacant positions will be casual vacancies under clause 13.1.

#### 11.4 Term of Appointment for Elected Directors

- A. Subject to clause 11.4(b), the term of office of each Elected Director begins at the conclusion of the Annual General Meeting at which their election occurs.
- B. If the law requires the Elected Director to have a particular qualification or clearance (for example, police clearance), the Elected Director's term will not begin until the qualification or clearance has been established.
- C. Subject to clause 11.4(D), the term of office of each Elected Director ends at the conclusion of the second Annual General Meeting following their election, but the Elected Director is, subject to clause 11.4(F), eligible for re-election.
- D. At least one of the Elected Directors must retire every year. If the number of Elected Directors whose term ends in any one year (Retiring Directors) is less than one half of the number of Elected Directors, then an additional number of the Elected Directors who are not due to retire (Non-Retiring Directors) must retire to make up one half.
- E. If the Non-Retiring Directors cannot agree on which of the Non-Retiring Directors will retire, it will be determined by ballot.
- F. Following the adoption of this Constitution, no person who has served as an Elected Director for a period of four (4) consecutive full terms is eligible for election as an Elected Director until the next Annual General Meeting following the date of conclusion of their last term as an Elected Director.

## 12.APPOINTED DIRECTORS

### 12.1 Appointment of Appointed Directors

The Elected Directors may appoint up to seven (7) Appointed Directors.

### 12.2 Qualifications for Appointed Directors

In appointing Appointed Directors, the Elected Directors should have regard to which personal skills and experience the Board thinks will complement the Board composition.

### 12.3 Term of Appointment

- A. The term of office of each Appointed Director must be fixed by the Elected Directors at the time of the Appointed Director's appointment but it cannot

exceed two (2) years.

- B. An Appointed Director whose term of office ends is eligible for re-appointment.

## **13.VACANCIES ON THE BOARD**

### **13.1 Casual Vacancies**

Any casual vacancy occurring in the position of Elected Director may be filled by the remaining Elected Directors. A person appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting irrespective of the term of office of the person whom he or she replaces.

### **13.2 Grounds for Termination of Director**

The office of a Director becomes vacant if the Director:

- A. Dies;
- B. Becomes bankrupt or makes any arrangement or composition with her creditors generally;
- C. Suffers from mental or physical incapacity;
- D. Is disqualified from office under section 30 or 40 of the Act;
- E. Resigns his or her office by notice in writing to the Association;
- F. Is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;
- G. Holds any office of employment with the Association;
- H. Is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest;
- I. In the case of an Appointed Director, is removed from office by the Elected Directors;
- J. Is not re-elected by the Members in General Meeting; or
- K. Would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*. If a Director is removed by resolution of the Members, the Director cannot be reappointed to the Board as an Appointed Director without a further resolution of Members authorising the appointment.

### **13.3 Board May Act**

If there are any vacancies on the Board, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum.

## **14.MEETINGS OF THE BOARD**

### **14.1 Board to Meet**

- A. The Board must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- B. Any Director may at any time convene a meeting of the Board on reasonable notice to the other Directors.

### **14.2 Attendance by Telephone**

A Board Member may attend a meeting by telephone or other electronic means by



which he or she can hear and be heard.

### 14.3 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board may be decided by Ordinary Resolution. Each Board Member has one (1) vote on any question. The President does not have a casting vote.

### 14.4 Resolutions not in Meeting

- A. Subject to clause 14.4(D), the Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- B. For the purposes of clause 14.4(A), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and
  - i. statement is identical in each copy.
- C. Any document referred to in this clause may be in the form of a facsimile of electronic transmission.
- D. A resolution may not be passed under clause 14.4(A) if, before it is circulated for voting under clause 14.4(A), the Board resolved that it can only be put at a meeting of the Board.
- E. A resolution passed under this clause must be recorded in the minute book.

### 14.5 Quorum

- A. At meetings of the Board the number of Directors whose presence is required to constitute a quorum is at least fifty percent (50%) of the number of Directors then in office, plus one Chairperson. The number is rounded down when not a full number.
- B. The Board must appoint one of the Directors as its Chairperson. The Chairperson will act as chair of any Board meeting or General Meeting at which he or she is present and unless the Board decides otherwise is the nominal head of the Association. If the Chairperson is not present, or is unwilling or unable to preside at a board meeting the remaining Directors must appoint another Director to preside as chair for that meeting only.

### 14.6 Directors' Interests

The Directors must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Director has an interest.

## 15. EXECUTIVE

The Board may, from time to time, employ a chief executive and other personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Board determines.

## 16. DELEGATIONS

The Board may, in writing, establish subcommittees and delegate to each of them the exercise of the functions of the Board that are specified in the instrument of delegation, other than:

- A. This power of delegation; and
- B. A function that is a function imposed on the Board by the Act, by any other law, or

by resolution of the Association in General Meeting.

## **17. SEAL**

- A. The Association will have a Seal on which its corporate name appears in legible characters.
- B. The Seal may not be used without the express authorisation of the Board and every use of the Seal must be recorded in the minute books of the Association. The affixing of the Seal must be witnessed by two (2) Directors or by one Director and another person authorised by the Board for that purpose.
- C. The common seal of the Association must be kept in the custody of the President or another person the Board from time to time decides.

## **18. ANNUAL GENERAL MEETING**

- A. An Annual General Meeting of the Association must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board.
- B. All General Meetings other than the Annual General Meeting will be Special General Meetings.

## **19. SPECIAL GENERAL MEETINGS**

### **19.1 Special General Meetings may be held**

The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.

### **19.2 Requisition of Special General Meetings**

- A. On the requisition in writing of not less than thirty-three per cent (33%) of the total number of Affiliate Members, the Board must, within one month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- B. Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- C. If the Board does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not than three (3) months after the receipt of the requisition.
- D. A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Board and for this purpose the Board must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The
  - i. reasonable expenses of convening and conducting such a meeting must be borne by the Association.

## **20.ATTENDANCE AT GENERAL MEETINGS AND APPOINTMENT OF DELEGATES**

- A. Unless this Constitution expressly provides otherwise, Members, the auditor and the Directors are entitled to attend General Meetings but only Affiliate Members, or their proxy, are entitled to vote.
- B. Each Affiliate Member, by notice to the Association, may appoint a natural person to act as its delegate in all matters connected with the Member as if the Association were a body corporate.
- C. An Affiliate Member may, by notice to the Association, revoke an appointment made under clause 20(B).
- D. For all the purposes of this Constitution, an Affiliate Member represented at a General Meeting by a Delegate is to be taken to be present in person at the meeting.

### **20.1 Proxies**

- A. An Individual Member may appoint another Member to be the proxy of the appointing member to attend and vote on behalf of the appointing Member at any general meeting.
- B. Notice of a proxy must be given in writing to the President at least 24 hours prior to the General Meeting for the proxy to be valid.

## **21.NOTICE OF GENERAL MEETING**

- A. Notice of every General Meeting must be given to every Member, the auditor and the Directors by the means authorised in clause 33.
- B. A notice of a General Meeting must specify the location, date and time of the meeting and state the nature and order of the business to be transacted at the meeting.
- C. At least twenty-one (21) days' notice of a General Meeting must be given to those persons entitled to receive notice, together with:
  - i. i. The agenda for the meeting; and
  - ii. ii. Any notice of motion received from the Member entitled to vote.

## **22.BUSINESS**

- A. The Ordinary Business to be transacted at the Annual General Meeting includes the consideration of the audited statement of accounts and the reports of the Board and auditors, the election of Directors under this Constitution and the appointment of the auditors.
- B. All business that is transacted at the General Meeting or an Annual General Meeting, other than those matters referred to in clause 22(A), is special business.
- C. No business other than that stated on the notice for a General Meeting may be transacted at that meeting.

## 23. PROCEEDINGS AT GENERAL MEETINGS

### 23.1 Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 23.3(a)(ii), a quorum for General Meetings is majority of Affiliate Members, or delegated proxies.

### 23.2 Chairperson to preside

The Chairperson of the Board will, subject to this Constitution, preside as Chairperson at every General Meeting except:

- A. In relation to any election for which the Chairperson of the Board is a nominee;
- B. Or where the Chairperson of the Board has a conflict of interest.

If the Chairperson of the Board is not present or is unwilling or unable to preside, the Individual Members present must appoint another Board Member to preside as Chair for that meeting only.

### 23.3 Adjournment of meeting

- A. If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the Chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting.
  - i. If the meeting was convened on the requisition of Affiliate Members under clause 19.2, the meeting will lapse; and
  - ii. In any other case, those Individual Members present, or their delegated proxies, will constitute a quorum.
- B. The Chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- C. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- D. Except as provided in clause 23.3(C), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### 23.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- A. The Chairperson; or
- B. A simple majority of Affiliate Members present at the meeting.

### 23.5 Recording of Determination

A declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or

against the resolution.

## **24.VOTING AT GENERAL MEETINGS**

### **24.1 Members entitled to vote**

Each Affiliate Member, or their delegated proxy, is entitled to one (1) vote at General Meetings

### **24.2 Chairperson may exercise casting vote**

The chair of a General Meeting does have a casting vote, except for where the Chairperson has a conflict of interest, the casting vote will lie with the Financial Director.

### **24.3 Proxy Voting**

Proxy voting is permitted at General Meetings by delegated proxies as per clause 20.1.

## **25.DISPUTE RESOLUTION PROCEDURE**

- A. The dispute resolution procedure set out in this clause applied to disputes between a Member and:
  - i. Another Member; or
  - ii. The Association
- B. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- C. 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 ten (10) days after the scheduled meeting, refer the dispute to the Community Justice Centre for resolution.
- D. The Board may prescribe additional grievance procedures in Regulations consistent with this clause 25.
- E. In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred.

## **26.FUNDS, ACCOUNTS, AUDITS AND MINUTES**

- A. 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.
- B. Subject to any restrictions imposed by the Members in General Meeting, the Board may approve expenditure on behalf of the Association.
- C. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board Members.
- D. 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.
- E. The Association must comply with its obligations under the Act in respect of accounts, audits and minutes.

## **27.AUDITOR**

- A. An auditor must be appointed at each Annual General Meeting as the Association's auditor (Auditor) for the then current Financial Year in accordance with the requirements of the Act.

- B. Any vacancy occurring during the year in the office of Auditor must be filled by the Board.
- C. The Auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Association.

## **28.APPLICATION OF INCOME**

- A. The income and property of the Association must be applied solely towards the promotion of the Objects.
- B. Except as prescribed in this Constitution or the Act, no portion of the income or property of the Association may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any association of a Member.
- C. Subject to clause 28(d), nothing in clause 28(a) or (b) prevents a payment in good faith to any Member:
  - i. In accordance with clauses 3 and 28(a) where that Member is a not-for profit entity with a similar purpose to the Association;
  - ii. For any services actually rendered to the Association whether as an employee, Board Member or otherwise;
  - iii. For goods supplied to the Association in the ordinary and usual course of operation;
  - iv. For interest on money borrowed from any Member;
  - v. For rent for premises demised or let by any Member to the Association; vi. For any reasonable out-of-pocket expenses incurred by the Member on behalf of the Association.
- D. No payment made under clause 28(C) may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## **29.WINDING UP**

Subject to this Constitution, the Association may be wound up in accordance with the Act.

## **30.DISTRIBUTION OF ASSETS ON WINDING UP**

- A. If, on winding up, dissolution or deregistration of the Association and after satisfaction of all the Association's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or organisations which has objects identical or similar to the Objects and a constitution which prohibits the distribution of income and property to Members.
- B. The organisation or organisations to whom the distribution is to be made under clause 30(A) may be determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the Members, by a judge of the Supreme Court of the Northern Territory or any other Court that has jurisdiction in the matter.

## **31.CONSTITUTION**

### **31.1 Alteration of Constitution**

- A. Subject to clause 31.1(B), this Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General

- Meeting.
- B. If, in the opinion of the Board, it is necessary to amend this Constitution; i. To achieve or maintain affiliation of the Association with the NSO;
    - i. To comply with the NSO's constitutions and regulations; or
    - ii. To achieve or maintain a particular tax status,
  - C. The Board may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

## **32.REGULATIONS**

### **32.1 Board to formulate Regulations**

The Board may make and amend such rules, regulations, by-laws or policies (Regulations) for the proper advancement, management and administration of the Association and the advancement of the purposes of the Association and the Sport in the Northern Territory as it thinks necessary or desirable, including without limitation regulations governing:

- A. The conduct of competitions (including but not limited to the rules of competition and codes of conduct);
- B. The conduct of meetings;
- C. The resolution of disputes;
- D. Discipline of Members and Participants for breaches of this Constitution or the Regulations; and
- E. Any other matter in respect of which this Constitution authorises the Board to make Regulations or which the Board considers is necessary or appropriate for the good governance of the Association and its affairs.

The Regulations must be consistent with the Constitution, the NSO's constitution and any regulations made by the NSO.

### **32.2 Regulations Binding**

All Regulations are binding on the Association and all Members.

### **32.3 Publication of Regulations**

Regulations and any amendments, alterations or other changes to or interpretations of the Regulations may be communicated to Members by a notice on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to the Members.

## **33.NOTICE**

- A. Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally or by sending it through the post in a prepaid envelope addressed to the Member at the Member's last known place of business or by facsimile, email or other electronic means or by its insertion on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to its members.
- B. Any notice required or authorised by this Constitution to be given to the Association may be served by delivering it personally to the Association at its registered office or by sending it through the post in a prepaid envelope addressed to the Association at the registered office.
- C. A notice served by post will be taken to have been received by the recipient on the

sixth working day after it was posted.

- D. A notice served by facsimile, email or other electronic means will be taken to have been received by the Member two hours after it was sent.

## **34.PATRONS AND VICE PATRONS**

The Association at its Annual General Meeting may appoint annually on the recommendation of the Board a chief patron and as many vice patrons as it considers necessary, subject to approval of that person or persons.

## **35.INDEMNITY**

- A. Every Director and employee of the Association is entitled to be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.
- B. The Association must indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission:
  - i. In the case of a Director, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Association; and
  - ii. In the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Association

## **36.TRANSITIONAL PROVISIONS**

### **36.1 Continuing Membership**

- A. Each Regional Association that is a member of the Association on the day on which this Constitution is adopted with automatically be admitted to membership as an Affiliate Member.
- B. Each other person who is a member on the day on which this Constitution is adopted, will automatically be admitted to member in the category that, in the reasonable opinion of the Board, is the category most appropriate for that Member.

### **36.2 Directors**

For the purpose of determining when the term ends for each Director in office on the day on which this Constitution is adopted, time served in the Director's current term will be counted as if this Constitution has been in place at the commencement of that term.

### **36.3 Regulations deemed applicable**

All rules, by-laws, policies and regulations of the Association in force at the date of the approval of this Constitution are to be deemed to be Regulations and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.