


NT Working Women's Centre

Northern Territory Working Women's Centre Constitution

Made on the 19th October 2010, amended on the 3rd November 2014 and 14th December 2015

THIS IS THE ANNEXURE MARKED 'A' REFERRED TO IN THE STATUTORY DECLARATION OF EMMA LOUISE RINGER <small>(Name of Public Officer)</small>	
MADE ON THE 23 DAY OF December 2015	
BEFORE ME 	<small>(signature of witness on statutory declaration)</small>

PART 1 – PRELIMINARY

1 Name

The name of the incorporated association is the Northern Territory Working Women's Centre (referred to as "the Association" throughout).

2 Objects and purposes

The objects and purposes of the Association are to provide an accessible, ethical and effective service to empower, support and advocate for Northern Territory working women, in a feminist framework. The Association provides information, advice, referral, representation and community education about work related issues. The Association models good employment practices that support work life balance and a family friendly workplace.

3 Minimum number of members

The Association must have at least 10 members.

4 Definitions

In this Constitution, unless the contrary intention appears –

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

"Associate member" means an employee of the Association and other persons as designated from time to time by the Committee or by resolution at a general meeting;

"Electronically" means by teleconference facility, email, or facsimile;

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

"financial year" means 1 July to 30 June each year.

"general meeting" means a general meeting of members convened in accordance with clause 42;

"member" means a member of the Association;

"register of members" means the register of the Association's members established and maintained under section 34 of the Act;

"special resolution" means a resolution notice of which is given under clause 47 and passed in accordance with section 37 of the Act.

PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION

5 Powers of the Association

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

(2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may –

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on the terms and in the manner it considers appropriate;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.

6 Effect of Constitution

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

7 Inconsistency between Constitution and Act

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

8 Altering the Constitution

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

PART 3 – MEMBERS

Division 1 – Membership

9 Classes of Members

- (1) The members of the association will be:
 - (i) Women who support the objects and purposes of the association; and
 - (ii) Organisations which support the objects and purposes of the association
- (2) Where a member is an organisation, the organisation is entitled to appoint a woman delegate to attend meetings, and the delegate shall be entitled to exercise voting rights of the member organisation.

10 Associate Members

- (1) An associate member must not vote but may have other rights as determined by the management committee or by resolution at a general meeting.
- (2) All employees of the association shall, during the term of their employment, be automatically entitled to associate membership.

- (3) No membership fees shall be payable by an associate member.

11 Application for membership

To apply to become a new member of the Association a person must: –

submit an application for membership to the Committee:

- (a) in a form approved by the Committee;
- (b) and be proposed by one member and seconded by another member.

12 Approval of Committee

- (1) The Committee must consider any application made under clause 11 at the next available Management Committee meeting and must accept or reject the application at that meeting or the next.
- (2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.
- (3) If an applicant gives notice of an appeal against the rejection of her application, the Management Committee must reconsider the application at the next Management Committee meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the Management Committee reaffirms its decision to reject the application, the decision is final.

13 Annual membership fees

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

Division 2 – Rights of members

14 General

- (1) Subject to clause 15(2), a member may exercise the rights of membership when her name is entered in the register of members.
- (2) A right of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of membership whether by death, resignation or otherwise.

15 Voting

- (1) Each member has one vote at general meetings of the Association.

- (2) A new member is not eligible to vote until 10 working days after her application has been accepted.

16 Access to information on the Association

The following must be available for inspection by members:

- (1) a copy of this Constitution;
- (2) minutes of general meetings; and
- (3) annual reports and annual financial reports.

17 Raising grievances and complaints

- (1) A member may raise a grievance or complaint about a Management Committee member, the Management Committee or another member of the Association.
- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

Division 3 – Termination, death, suspension and expulsion

18 Termination of membership

Membership of the Association may be terminated by:

- (1) a notice of resignation addressed and posted to the Association or given personally to the Secretary/Public Officer or another Management Committee member;
- (2) non-payment of the annual membership fee within the time allowed under clause 133(3);
or
- (3) expulsion in accordance with this Division.

19 Death of member or whereabouts unknown

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

20 Suspension or expulsion of members

- (1) If the Committee considers that a member should be suspended or expelled because her conduct is detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must: –
 - (a) be in writing and include:
 - (i) the time, date and place of the Management Committee 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 Management Committee meeting referred to in paragraph 20(2)(a)(i).

- (3) At the meeting, the Management Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Management Committee may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 21, the decision to suspend or expel a member takes effect 7 days after the day on which notice of the decision is given to the member.

21 Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 20 may appeal against that suspension or expulsion by giving notice to the Secretary within 7 days after receipt of the Management Committee's decision.
- (2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Management Committee to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Management Committee to suspend or expel her is confirmed by a resolution of the members.

PART 4 – MANAGEMENT COMMITTEE

Division 1 – General

22 Role and powers

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

23 Composition of Committee

- (1) The Management Committee consists of a maximum of 9 Management Committee members.
- (2) Management Committee members may include independent persons, and/or persons affiliated with:
 - (a) Unions NT;

- (b) a women's community organisation;
 - (c) an ATSI organisation;
 - (d) a CALD organisation.
- (3) The Coordinator/s of the Association is a non-voting member of the Management Committee.
- (4) The Management Committee must appoint a Secretary/Public Officer.
- (5) The Management Committee may appoint:
- (a) a Chairperson;
 - (b) a Vice-Chairperson; and
 - (c) a Treasurer

24 Delegation

- (1) The Management Committee 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 Management Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Management Committee considers appropriate.
- (3) The Management Committee may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of office

25 Eligibility of Management Committee members

- (1) A Management Committee member must be an individual member who is 18 years or over.
- (2) Management Committee members must be elected to the Management Committee at an annual general meeting or appointed under clause 32.

26 Nominations for election to the Management Committee

- (1) A member is not eligible for election to the Management Committee unless the Secretary receives a written nomination for that member by another member before the commencement of the next annual general meeting.
- (2) The nomination must be signed by:
- (a) the nominator and a seconder; and
 - (b) the nominee to signify her willingness to stand for election.

- (3) A person who is eligible for election or re-election under this clause may:
 - (a) propose or second herself for election or re-election; and
 - (b) vote for herself.

27 Retirement of Management Committee members

- (1) A Management Committee member holds office for a term of two years unless the member vacates the office under clause 30 or is removed under clause 31.
- (2) A Management Committee member may serve a maximum of three consecutive terms.
- (3) Following the service of three consecutive terms, a Management Committee member must not serve another term for a period of 12 months.
- (4) Where a Management Committee member is serving a term or consecutive term, their position does not become vacant at the annual general meeting.
- (5) The Chairperson of the outgoing Management Committee must preside at the annual general meeting if and until a new member is elected as Chairperson.

28 Election by default

- (1) If the number of persons nominated for election to the Committee under clause 26 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as members of the Committee at the annual general meeting.
- (2) If vacancies remain on the Committee after the declaration under subclause (1), additional nominations of committee members may be accepted from the floor of the annual general meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to be duly elected as members of the Committee.
- (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 Committee in accordance with clause 32.

29 Election by ballot

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

30 Vacating office

The office of a Management Committee member becomes vacant if –

- (1) the member –
 - (a) is disqualified from being a Management Committee member under section 30 or 40 of the Act;

- (b) resigns by giving written notice to the Management Committee;
 - (c) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (d) ceases to be a resident of the Territory; or
 - (e) ceases to be a member of the Association;
- (2) the member is absent from more than:
- (a) 3 consecutive Management Committee meetings; or
 - (b) 3 Management Committee meetings in the same financial year without tendering an apology to the Chairperson,

of which meetings the member received notice and the Management Committee has resolved to declare the office vacant.

31 Removal of a Management Committee member

- (1) The Association, through a special general meeting of members, may remove any Management Committee member before the member's term of office ends.
- (2) If a vacancy arises through removal under clause 31(1), an election must be held to fill the vacancy.

32 Filling casual vacancy on the Management Committee

- (1) If a vacancy remains on the Management Committee after the application of clause 28 or if the office of a Management Committee member becomes vacant under clause 30, the Management Committee may appoint any member of the Association to fill that vacancy.
- (2) However, if the office of Secretary/Public Officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 – Duties of Management Committee members

33 Collective responsibility of the Management Committee

- (1) As soon as practicable after being elected to the Management Committee, each Management Committee member must become familiar with the Act and regulations made under the Act.
- (2) The Management Committee is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.
- (3) The Management Committee member is individually responsible for complying with policies of the Association.

34 Chairperson and Vice-Chairperson

- (1) The Chairperson must preside at all general meetings and Management Committee meetings.

- (2) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.
- (3) If the Chairperson and the Vice-Chairperson are both absent, the presiding member for that meeting must be:
 - (a) a member elected by the other members present if it is a general meeting; or
 - (b) a Management Committee member elected by the other Management Committee members present if it is a Management Committee meeting.

35 Secretary/Public Officer

The Secretary/Public Officer must:

- (1) coordinate the correspondence of the Association;
- (2) give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution;
- (3) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act;
- (4) maintain the register of members in accordance with section 34 of the Act;
- (5) have custody of all books, documents, records and registers of the Association, other than those required by clause 36(5) to be in the custody of the Treasurer;
- (6) ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act; and
- (7) keep a current copy of the Constitution of the Association.

36 Treasurer

- (1) The Treasurer must –
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (b) pay all moneys received into the account of the Association within 5 working days after receipt;
 - (c) make any payments authorised by the Management Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by her and at least one other Management Committee member, or by any 2 other Management Committee members authorised by the Management Committee.
- (2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- (3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.
- (4) If directed to do so by the Chairperson, the Treasurer must submit to the Management Committee a report, balance sheet or financial statement in accordance with that direction.

- (5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association.

PART 5 – MEETINGS OF MANAGEMENT COMMITTEE

37 Frequency and calling of meetings

- (1) The Management Committee must meet together for the conduct of business not less than 6 times in each financial year.
- (2) The Chairperson, or four of the Management Committee members, may at any time convene a special meeting of the Management Committee.
- (3) A special meeting may be convened to deal with an appeal under clause 21.

38 Voting and decision making

- (1) Each Management Committee member present at the meeting either physically or electronically has a deliberative vote.
- (2) A question arising at a Management Committee meeting must be decided by a majority of votes.
- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.
- (4) The Coordinator/s of the Association are not able to vote at Management Committee meetings.
- (5) A Management Committee meeting may be held electronically and Management Committee members may cast a vote electronically.

39 Quorum

A quorum for Management Committee meetings is 5 Management Committee members present, either physically or electronically. The Co-ordinator(s) of the Association does not count towards quorum.

40 Procedure and order of business

- (1) The procedure to be followed at a committee meeting must be determined from time to time by the Management Committee.
- (2) The order of business may be determined by the Management Committee members present at the meeting.
- (3) Only the business for which the meeting is convened may be considered at a special meeting.

41 Disclosure of interest

- (1) A Management Committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.

- (3) The Chairperson must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

PART 6 – GENERAL MEETINGS

42 Convening general meetings

- (1) The Association must hold all annual general meetings within 5 months after the end of the Association's financial year.
- (2) The Management Committee –
 - (a) may at any time convene a special general meeting;
 - (b) must, within 30 days after the Secretary receives a notice under clause 20(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 43(3)(1), convene a special general meeting for the purpose specified in that request.

43 Special general meetings

- (1) Five members may make a written request to the Committee for a special general meeting.
- (2) The request must:
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.
- (3) If the Management Committee fails to convene a special general meeting within the time allowed:
 - (a) for clause 42(2)(b), the appeal against the decision of the Management Committee is upheld; and
 - (b) for clause 42(2)(c), the members who made the request may convene a special general meeting as if they were the Management Committee.
- (4) If a special general meeting is convened under clause 43(3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days notice of a special general meeting.
- (6) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

44 Annual general meeting

- (1) The Secretary must give to all members not less than 30 days notice of an annual general meeting.

- (2) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
 - (a) the consideration of the accounts and reports of the Committee;
 - (b) the election of new committee members; and
 - (c) any other business requiring consideration by the Association at the meeting.

45 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.

46 Notice of meetings

- (1) The Secretary must give a notice under this Part by:
 - (a) serving it on a member personally; or
 - (b) sending it by post, fax or electronic mail to a member at the address, fax or email address of the member appearing in the register of members.
- (2) If a notice is sent by:
 - (a) post under clause 46(1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail;
 - (b) electronic mail under clause 46(1)(b), sending of the notice is taken to have been properly effected if no electronic mail is received by the sender indicating that the notice sent by electronic mail was undeliverable or returned;
 - (c) fax under clause 46(1)(b), sending of the notice is taken to have been properly effected if the machine from which the notice is sent produces a report that states that it was sent in full.

47 Quorum at general meetings

At a general meeting, 5 members present constitute a quorum either physically or electronically.

48 Lack of quorum

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

- (a) for an annual general meeting or special general meeting convened under clause 42(2)(a), the meeting stands adjourned to the same time on the same day in the following week and to the same place;
 - (b) for a meeting convened under clause 42(2)(b), the members who are present in person may proceed with hearing the appeal for which the meeting is convened; or
 - (c) for a meeting convened under clause 42(2)(c), the meeting lapses.
- (2) If within 30 minutes after the time appointed by clause 48(1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person may proceed with the business of that general meeting as if a quorum were present.
 - (3) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
 - (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
 - (5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

49 Voting

- (1) Each member present in person at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting:
 - (a) an ordinary resolution put to the vote is decided by a majority of votes made in person; and
 - (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person vote in favour of the resolution.
- (3) A poll may be demanded by the Chairperson or by 3 or more members present in person.
- (4) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

PART 7 – FINANCIAL MANAGEMENT

49a Financial Year

The financial year of the Association runs from 1 July to 30 June each year inclusive.

50 Funds and accounts

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the Management Committee may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Management Committee members.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- (5) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

51 Accounts and audits

The responsibility of the Committee under clause 32(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:

- (1) the keeping of accounting records;
 - (a) the preparation and presentation of the Association's annual statement of accounts; and
 - (b) the auditing of the Association's accounts.

PART 8 – GRIEVANCE AND DISPUTES

52 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.

PART 9 – MISCELLANEOUS

53 Common seal

- (1) The common seal of the Association must not be used without the express authority of the Management Committee and every use of that common seal must be recorded by the Secretary.
- (2) The affixing of the common seal of the Association must be signed by any 2 of the following:
 - (a) the Chairperson;
 - (b) the Secretary/Public Officer; and/or
 - (c) the Treasurer.
- (3) The common seal of the Association must be kept in the custody of the Secretary/Public Officer or another person the Management Committee from time to time decides.

54 Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another association incorporated under the Act that –

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

55 Gift Fund dissolution

If the Association Gift Fund is wound up or if the endorsement of the Association as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.