

# Constitution of The Automobile Association of the Northern Territory Incorporated

October 2025

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## **Amended Constitution of Automobile Association of the Northern Territory Incorporated**

**Effective Date:     November 2025**

### **1.     Definitions and interpretation clauses**

#### **1.1     Definitions**

In this Constitution, unless the contrary intention appears:

<b>Act</b>	means the <i>Associations Act 2003</i> (NT) and regulations made under that Act.
<b>Association or AANT</b>	means the Automobile Association of the Northern Territory Incorporated.
<b>Board</b>	means the AANT committee of the Association elected or appointed pursuant to this Constitution, and the Act, to govern the Association.
<b>Chair</b>	means the person presiding over an AANT meeting, including the President when presiding at a General Meeting or Board meeting, a Vice President or other Director acting as chairperson of a Board

	meeting, or the chairperson of any sub-committee established under this Constitution. The Chair has a casting vote, unless stated otherwise.
<b>Chief Executive Officer</b>	means the person engaged to perform the role of the AANT Chief Executive Officer (or equivalent), who conducts the executive function of the Association by written delegation.
<b>Constitution</b>	means the constitution of the AANT, as amended from time to time, in accordance with the Act.
<b>Director</b>	means a member of the Board elected or appointed in accordance with this Constitution.
<b>Electronic Communication</b>	means any communication via email, website, or other digital platforms approved by the Board.
<b>Emergency</b>	means an actual or imminent event, whether natural, technological, biological or human-caused, which endangers or threatens to endanger the safety or health of persons, property or the environment, and includes an emergency declared under the <i>Emergency Management Act 2013</i> (NT).
<b>Financial Year</b>	means each period commencing 1 July and ending on 30 June next occurring as further detailed in clause 13.1.
<b>General Meeting</b>	means a general meeting of Members convened in accordance with clause 10 and the Act and includes the annual general meeting and all special general meetings.
<b>Life Member (or Life Membership)</b>	means a Member (or Membership) of the AANT created under clause 4.4.
<b>Member</b>	means a person or entity who is an AANT Member and Membership has a corresponding meaning.
<b>Register of Members</b>	means the register of AANT Members established and maintained under section 34 of the Act.
<b>Natural Person</b>	an individual as opposed to a legal entity
<b>Natural Disaster</b>	means a serious disruption caused by a naturally occurring event including but not limited to cyclone, flood, bushfire, storm surge, earthquake, drought, pandemic, or other significant natural hazard recognised under the <i>Emergency Management Act 2013</i> (NT).
<b>President</b>	means the president of the Board appointed in accordance with this Constitution.
<b>Privacy</b>	Privacy means the protection of personal information in accordance with applicable laws (e.g., <i>Privacy Act 1988</i> (Cth)).

<b>Public Officer</b>	means the public officer of the AANT from time to time appointed pursuant to this Constitution.
<b>Special Resolution</b>	<p>means a resolution of the Members, passed in accordance with section 37 of the Act, which requires:</p> <p>(a) at least twenty-one (21) days' notice to have been given of the meeting and of the intention to propose the resolution as a special resolution; and</p> <p>at least three-quarters of the votes of those Members of the AANT who, being entitled to vote, cast their vote supporting the resolution at that meeting.</p>
<b>Special Majority Board Resolution</b>	(b) means a resolution of the Board passed by the vote of at least 75% of the Directors entitled to vote.
<b>Staff</b>	means employee engaged by the AANT.
<b>Sub-committees</b>	means a sub-committee appointed by the Board under clause 8.3 and can include persons other than Directors.
<b>Vice President</b>	means the vice president of the Board appointed in accordance with this Constitution.

## 1.2 Interpretation

In this Constitution, unless a contrary intention is expressed:

- (a) headings and italicised, highlighted or bold type do not affect the interpretation of this Constitution;
- (b) the singular includes the plural and the plural includes the singular;
- (c) a gender includes all other genders;
- (d) other parts of speech and grammatical forms of a word or phrase defined in this Constitution have a corresponding meaning;
- (e) a reference to anything (including any right) includes a part of that thing, but nothing in this rule implies that performance of part of an obligation constitutes performance of the obligation;
- (f) a reference to a clause, rule, party, annexure, exhibit or schedule is a reference to a rule of, and a party, annexure, exhibit and schedule to, this Constitution and a reference to this Constitution includes any clause, rule, annexure, exhibit and schedule;
- (g) a reference to a document (including this Constitution) includes an undertaking, deed, agreement or legally enforceable arrangement or understanding whether or not in writing and includes all amendments or supplements to, or replacements or novations of, that document;
- (h) a reference to a party to any document includes that party's successors and permitted assigns;

- (i) a reference to time is to Darwin, Northern Territory time;
- (j) a reference to any legislation includes all delegated legislation made under it and includes all amendments, consolidations, replacements or re-enactments of any of them, from time to time;
- (k) the words 'include', 'including', 'for example', 'such as' or any form of those words or similar expressions in this Constitution do not limit what else is included and must be construed as if they are followed by the words 'without limitation', unless there is express wording to the contrary;
- (l) a reference to a day is to the period of time commencing at midnight and ending 24 hours later;
- (m) a reference to a month is a reference to a calendar month;
- (n) if a period of time is specified and dates from a day or the day of an act, event or circumstance, that period is to be determined exclusive of that day;
- (o) if an act or event must occur or be performed on or by a specified day and occurs or is performed after 5.00 pm on that day, it is taken to have occurred or been done on the next day;
- (p) a reference to '\$', 'A\$', 'dollars' or 'Dollars' is a reference to the lawful currency of the Commonwealth of Australia; and
- (q) an expression which is not defined in this Constitution has the same meaning as in the Act.

## **2. Name, objects and minimum number of Members**

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### **2.1 Name**

The name of the incorporated association when originally incorporated by its Constitution is the Automobile Association of the Northern Territory Incorporated.

### **2.2 Objects and purposes**

The objects and purposes of the Association are to:

- (a) advance the interests of its Members, the community, motorists, motoring, mobility and sustainable transport and energy solutions generally;
- (b) provide a roadside assistance service;
- (c) provide Members and other persons as Board deems appropriate with benefits, information and goods and services generally and whether or not associated with the other objects and purposes;
- (d) use the influence of the Association to advocate on behalf of Members and the community on matters of public policy in relation to motoring, mobility, roads and safety, tourism, travel, transport, energy, trade services and other matters Board determines to be relevant;
- (e) support organisations and activities consistent with the above purposes or for the public good;
- (f) operate independently free from political association; and
- (g) do all things incidental or ancillary to the attainment of the above objects and purposes.

### **2.3 Altering the objects and purposes of the Association**

The Association may alter the objects and purposes of the Association by Special Resolution but not otherwise.

### **2.4 Patron**

The Board may appoint a patron of the Association to hold office for such a period as the Board decides.

### **2.5 Income and Property of the Association**

The income and property of the Association, however derived, must be applied solely towards the promotion of the objects and purposes of the Association and will not be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any Member, subject to the terms of this Constitution.

## **3. Powers of the Association**

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### **3.1 Powers**

- (a) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- (b) Subject to the Act, the Association may do all things necessary or convenient for conducting its objects or purposes, and it may:
  - (i) acquire, hold, dispose of, grant interest in and otherwise deal with real or personal property;
  - (ii) open and operate accounts with any recognised financial institution;
  - (iii) secure the repayment of money raised or borrowed, or the payment of a debt or liability, including by commencement of legal proceedings;
  - (iv) appoint agents to transact business on its behalf;
  - (v) retain and employ persons for the purposes of conducting the Association's objects and purposes;
  - (vi) raise and obtain money by means and on terms that it considers appropriate, including commercial activities of any kind consistent with or incidental to the Association's objects and purposes;
  - (vii) invest and deal with funds of the Association in any manner the Board considers appropriate including any security in which trust monies may lawfully be invested;
  - (viii) form or take part in the formation of companies, associations, partnerships, joint ventures, trusts and other arrangements for the purpose of giving effect to the Association's objects and purposes;
  - (ix) take any action to become a Member of or amalgamate with any other association or organisation irrespective of the objects of that association or organisation;
  - (x) manage and maintain and enter contracts to manage and maintain the property and premises of the Association in a state consistent with its objects

and purposes and business operations and in accordance with the agreed terms of any lease;

- (xi) accept donations, contributions, or gifts in whatever form, provided that such donations, contributions, or gifts are used in accordance with the objects and purposes of the Association and its constitution;
- (xii) make, amend, and repeal regulations for the purpose of the Association meeting its objects and purposes; and
- (xiii) enter any contract it considers necessary or desirable for meeting its objects and purposes.
- (xiv) adopt and maintain digital systems to improve service delivery, Member communication, governance, and administrative delivery.
- (xv) Manage Member data responsibly, ensuring compliance with Privacy laws and policies set by the Board.

### **3.2 Effect of Constitution**

The 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.

### **3.3 Inconsistency between Constitution and Act**

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

### **3.4 Altering the Constitution**

- (a) The Association may alter this Constitution by Special Resolution but not otherwise.
- (b) If the Constitution is altered, the Public Officer must ensure compliance with section 23 of the Act.

### **3.5 Interpretation**

Subject to its obligations under the Act or any other applicable law, the decision of the Board on any question of the interpretation of this Constitution, internal rules under this Constitution, or on any matter affecting the Association or its Members for which no provision is made in this Constitution, is final and binding on all Members.

## **4. Membership**

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### **4.1 Classes of Membership**

Membership of the Association consists of such class or classes of Members as the Board determines.

### **4.2 Fees and Subscriptions**

The Board may determine from time to time:

- (a) entrance fees, subscriptions, and other fees (if any) payable by Members and the manner of payment;
- (b) other qualifications for Membership; and



- (c) any concessions, loadings, remissions, and exemptions that may be provided by the Association to Members or classes of Members.

#### **4.3 Refusal of Admission as Member**

Subject to its obligations under the Act or any other applicable law, the Board has an unfettered discretion to refuse admission as a Member.

#### **4.4 Life Membership**

The Board may grant Life Membership to any person who, in the opinion of the Board, merits special recognition, in honour of the Member's valued service to, or lengthy Membership of AANT. A Life Member has such rights and privileges as the Board determines and is not obliged to pay any subscription.

#### **4.5 Eligibility Criteria**

- (a) The Board may determine from time to time any criteria or qualifications for a class or classes of Membership that a person must meet to become and remain a Member.
- (b) Unless the Board determines otherwise, subject to its obligations under the Act or any other applicable law, if a Member of a class of Members ceases to meet the criteria or qualifications to remain a Member of that class, the person will at that time immediately cease to be a Member.

### **5. Rights of Members**

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#### **5.1 Rights, Privileges and Obligations**

Members and classes of Members have such rights, privileges and obligations as the Board may fix from time to time.

#### **5.2 Eligible Members**

The Board may determine which class or classes of Members are Eligible Members.

#### **5.3 Membership not Transferable**

The rights and privileges of Membership attach to the Member and are not capable of being transferred or assigned.

### **6. Cessation of Membership**

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#### **6.1 Unpaid Fees, Subscriptions and Other Payments**

- (a) Unless the Board otherwise decides, a Member whose fees, subscriptions or other payments are unpaid is not entitled to receive the benefits provided to Members from time to time until such amounts are paid.
- (b) A Member whose fees, subscriptions or other payments are overdue for more than three (3) calendar months ceases to be a Member.
- (c) The Board may reinstate such a person as a Member on such terms as they think fit once the fees are paid and the Member submits the approved form.

## 6.2 Resignation

A Member may resign from Membership by giving written notice to the AANT.

## 7. Suspension and Expulsion of Members

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### 7.1 Suspension and Expulsion

- (a) If:
  - (i) a Member engages in conduct which, in the opinion of the Board, is unbecoming or prejudicial to the interests of the Association; or
  - (ii) another reasonable basis exists, the Board may:
    - (A) caution the Member; or
    - (B) suspend the Member for such period as the Board thinks fit; or
    - (C) expel the Member from the Association.
- (b) The Board must give the Member written reasons for any such suspension or expulsion.
- (c) A suspended Member is not entitled to receive the benefits provided to Members from to time during the period of the suspension.
- (d) A Member who is expelled from the Association forfeits all current fees, subscriptions and other payments and must return to the Association any property of the Association in that Member's possession, care, or control.

### 7.2 Refusal of Renewal of Membership

- (a) This clause 7.2 only applies in respect of Membership of the Association where that Membership is subject to a periodic renewal process or requirement and does not apply where a Member ceases to be a Member because of ceasing to meet the eligibility criteria determined under clause 4.5.
- (b) If:
  - (i) a Member has, on any prior occasion, been expelled from the Association; or
  - (ii) some other reasonable basis exists;the Chief Executive Officer may, subject to its obligations under the Act or any other applicable law, in his or her absolute discretion:
  - (iii) refuse to accept a renewal of Membership; or
  - (iv) cancel any renewal of Membership.
- (c) The Chief Executive Officer must give the Member written reasons for any such refusal or cancellation of renewal of Membership.
- (d) Upon such refusal or cancellation, the person ceases to be a Member and forfeits all claims upon the Association and its property and funds, other than a claim to refund of moneys (if any) paid in respect of the renewal which has been refused or cancelled.

## **8. The Board**

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### **8.1 Role and powers**

- (a) The business of the Association must be managed by or under the direction of the Board.
- (b) 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.
- (c) The Board must employ a Chief Executive Officer who:
  - (i) is delegated to perform some or all the functions that a chief executive officer of an association would normally perform and in accordance with any contract of employment approved by the Board;
  - (ii) attends Board meetings but has no entitlement to vote at these meetings; and
  - (iii) does such other acts and performs such functions in relation to the affairs of the Association as the Board from time to time requires or directs.
- (d) Without limiting clause 8.1(c) above, the Board must engage the Chief Executive Officer with directives to:
  - (i) provide AANT with executive management;
  - (ii) ensure strong and effective governance of the AANT;
  - (iii) deliver retail innovation and team leadership of AANT staff; and
  - (iv) act to fulfil the objects and purposes of the AANT as set out in this Constitution.
- (e) The Chief Executive Officer is responsible to appoint and remove AANT staff in accordance with AANT policy.
- (f) The Board must:
  - (i) manage and control the funds and other property of the Association in accordance with the Act and this Constitution; and
  - (ii) present at each annual General Meeting:
    - (A) a report of the affairs of the AANT; and
    - (B) audited accounts of the AANT;

prepared in accordance with and accompanied by such statements as may be required by the Act.
- (g) The Board may make from time-to-time internal rules that are consistent with this Constitution, for regulating the conduct of Members and Directors. Upon publication of these rules in writing on the AANT website they become binding on Members.

### **8.2 Composition of Board**

- (a) The Board consists of a President; a Vice-President; and not more than seven (7) other persons elected or appointed to the Board in accordance with this Constitution.
- (b) Each Director:

- (i) must be a Member (and in the case of a Commercial Member, can be a director or partner of a Commercial Member);
  - (ii) must be a natural person; and
  - (iii) must be elected to the Board at an annual General Meeting or appointed under clause 8.5.
- (c) At the first meeting of the Board held after each annual General Meeting of the Association the Board must elect from the Directors:
  - (i) the President;
  - (ii) the Vice-President and
  - (iii) chairs of Sub-committees (Chairs).
- (d) The President, Vice-President and Chairs elected under clause 8.2(c):
  - (i) must each consent to be nominated;
  - (ii) must each be nominated by two other Directors;
  - (iii) must receive the greatest number of votes from other Directors; and
  - (iv) where an even vote for two or more candidates occurs under sub-clause 8.1(d)(iii):
    - (A) the past President if voting (and if not nominated) has a casting vote; or
    - (B) if the past President is not voting or is nominated, the past Vice-President has a casting vote; or
    - (C) if neither the past President nor the past Vice-President is voting or is nominated, the question must go before the Members at a special General Meeting to decide.
- (e) The Board must appoint one Director to be the AANT's Public Officer, in accordance with the Act. If the Public Officer ceases to hold office, the Board must appoint a replacement within fourteen (14) days in accordance with the Act.
- (f) The Board endeavours to have at least seven (7) Directors.

### 8.3 **Delegation to staff, Chief Executive Officer, or a sub-committee**

- (a) The Board may establish one or more sub-committees that the Board considers appropriate, and delegate powers or functions to that sub-committee in accordance with this clause 8.3.
- (b) The Board may delegate to a sub-committee, the Chief Executive Officer, or any staff of AANT any of its powers and functions other than:
  - (i) this power of delegation; or
  - (ii) a duty imposed expressly on the Board by the Act or any other law.
- (c) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (d) A register of all delegations made under this clause 8.3 must be maintained and available to Board.
- (e) The Board may, in writing, revoke wholly or in part any delegation.

- (f) The members of each of the sub-committees formed under this clause 8.3 need not be Directors or Members.
- (g) The President is *ex officio* a member of all sub-committees formed under clause 8.3(a).
- (h) The determination of any sub-committee is subject to confirmation by the Board unless the sub-committee has the delegated power to act.
- (i) The quorum of a sub-committee is two (2) members of the sub-committee with Chair having a casting vote.

#### **8.4 Eligibility of Directors**

- (a) A Director must be a Member who is 18 years or over.
- (b) A Director must also meet the following criteria:
  - (i) must not be an employee of the AANT;
  - (ii) must have been an Ordinary Member or Life Member of the AANT continuously for the preceding twelve (12) months prior to the date of nomination unless waived by the Board in the case of filling a casual vacancy, or by the Members by resolution otherwise;
  - (iii) in the case of filling a casual vacancy, must have the relevant skills and experience to enhance the Board in fulfilling the Association's objects and purposes.
  - (iv) No more than two (2) Directors can reside outside the Northern Territory. Once two Directors who are not residents of the Northern Territory have been elected to the Board, no further nominations from persons residing outside the Northern Territory can be accepted.

#### **8.5 Nominations for election to Board**

- (a) To be eligible for election to the Board, a Member must lodge a written nomination, in the form approved by the Board, with the Public Officer no later than twenty one (21) days before the date of the next annual General Meeting.
- (b) The nomination form must:
  - (i) be in a form prescribed by the Association and available to Members on request to the AANT or on the AANT website;
  - (ii) contain all information and declarations as the Board may require for the purpose of establishing the applicant's experience and suitability;
  - (iii) list any conflict of interest the Member may have;
  - (iv) be signed by the nominee to signify his or her willingness to stand for election; and
  - (v) be signed by the nominator and a seconder both of whom must be Directors.
- (c) A person who is eligible for election or re-election under this clause 8.5:
  - (i) cannot propose or second themselves for election or re-election; and
  - (ii) can vote for themselves.
- (d) The nominations, including the names of retiring Directors seeking re- election, must be made available to Members of the Association by enquiry with the Chief Executive

Officer or President during the period of twenty one (21) days prior to the annual General Meeting. If insufficient nominations are received for the number of vacancies on the Board, any unfilled vacancies remaining after the annual General Meeting may be filled by appointment by the Board at a Board meeting under clause 8.10.

## **8.6 Retirement of Directors**

- (a) A Director holds office until the earliest of:
  - (i) the Director serving three (3) full terms of three (3) years, consecutively (nine (9) years in total) unless extended under clause 8.6(d);
  - (ii) voluntarily retirement, by giving notice in writing to the President;
  - (iii) ceasing to be a Member; or
  - (iv) being otherwise removed from office in accordance with this Constitution or the Act.
- (b) A Director is eligible for re-election, provided they have not yet completed three consecutive terms
- (c) After a Director has served three (3) consecutive terms of three (3) years, they cannot nominate at the next election unless the Board passes a Special Majority Board Resolution which allows the Director to stand for a fourth and final term of three (3) years
- (d) No Director may hold office for more than a total of twelve (12) years, whether consecutive or if non-consecutive over a period of thirty (30) years.
- (e) Despite anything else in this clause, the transitional arrangements for retirement of Director set out in the Schedule apply from the Commencement Date. The Schedule prevails over this clause for as long as any Transitional Director (as defined in the Schedule) remains in office. The Schedule will cease to have effect automatically once the last Transitional Director retires in accordance with the Schedule, after which this clause 8.6 applies exclusively.

## **8.7 Election by default**

If the number of persons nominated for election to the Board under clause 8.5 does not exceed the number of vacancies to be filled, the President as chairperson must declare the nominees to each be duly elected as Directors at the annual General Meeting.

## **8.8 Election by ballot**

- (a) If the number of nominations received by the Public Officer under clause 8.5(a) for appointment to the Board exceeds the number of vacancies on the Board, a ballot for the vacant Board positions must be conducted in accordance with this clause 8.8.
- (b) The Chief Executive Officer must act as a returning officer and do the following:
  - (i) prior to the annual general meeting, prepare a ballot paper which must:
    - (A) have the nominees' names printed in alphabetical order with a box drawn next to each nominees' name;
    - (B) identify the nominees who are nominating for re-election not election; and

- (C) have written instructions to write numbers in the boxes next to their preferred nominees' names in order of preference, "1" for most preferred and continuing only up to the number of vacant Board positions and leaving blank the balance of the boxes.
- (ii) at the annual General Meeting, hand to all attending Members who are eligible to vote one (1) ballot paper;
- (iii) at the appropriate time during the annual General Meeting ask voting Members to fill in their ballot paper;
- (iv) collect the ballot papers;
- (v) count the nominees with numbers next to their names and determine the number of votes received by each nominee in accordance with clause 8.5(c); and
- (vi) certify to the President as chairperson of the annual General Meeting the number of formal votes cast for each nominee.
- (c) For the purposes of clause 8.5(b):
  - (i) a vote is counted as any number written next to a nominees' name;
  - (ii) where two or more nominees receive the same number of votes, the actual numbers written next to each of those nominees with the same score are to be tallied and the nominee with the lowest number is deemed to have received the most votes as between those two (2) or more nominees; and
  - (iii) any incorrectly filled in ballot paper is to be excluded.
- (d) The nominees with the highest numbers of votes in the ballot (and taking into account the operation of clause 8.5(c)(ii) where applicable) must be declared by the chairperson to be duly elected as Directors at the annual General Meeting, sufficient in number to fill all of the vacant Board positions.

## 8.9 Removal of a Director from office

- (a) If a Director is absent from more than:
  - (i) two (2) consecutive Board meetings; or
  - (ii) two (2) Board meetings in the same financial year;
 of which meetings the Director received notice, then in the absence of a Special Majority Board Resolution granting that Director a leave of absence for his or her missed meetings, which may only be given in special circumstances determined at the Board's discretion, on and from the end of the next Board meeting, that Director no longer holds office and their position is vacant.
- (b) The AANT, at a special General Meeting or annual General Meeting, may by Special Resolution remove any Director before their term of office ends for serious breaches of the Act, Constitution or internal rules.

## 8.10 Filling casual vacancy on Board

- (a) The Board may fill a casual vacancy on the Board by appointment by resolution at a Board meeting.

- (b) A Member appointed under this clause holds office until the next annual General Meeting at which time nominations will be accepted for the position.
- (c) This term of less than one year will not count towards the three (3) terms of three (3) year period mentioned in clause 8.6.
- (d) If the office of President or Vice President becomes vacant, the Board may appoint a Director to fill the position by resolution at a Board meeting, and that appointee holds office until the Board meeting after the next annual General Meeting.
- (e) If the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

#### 8.11 Managing Conflict of Interest

- (a) The Board must maintain a Conflict of Interest Register and review it at each meeting.
- (b) A Director having a direct or indirect pecuniary interest in a contract or proposed contract with the Association (**Interest**) must disclose the nature and extent of the Interest to the Board as soon as the Director becomes aware of the Directors Interest and as required by the Act.
- (c) The Director must not vote with respect to a contract or proposed contract referred to in 8.11(b).
- (d) The Board must decide how to manage every conflict of interest in accordance with the Act.
- (e) If a Director at any time becomes personally (or as a director of or officer of another entity) involved or materially connected with the motor trade industry or in a related industry, they must lodge a conflict-of-interest statement at the next Board Meeting. If managing the conflict of interest becomes untenable, the Board must:
  - (i) invite the Director to resign;
  - (ii) If the Director refuses to resign, the Board will seek the views of the relevant Sub-committee and put the matter for Special Resolution by Members.

#### 8.12 Meetings

- (a) The Board must meet six (6) or more times in each year.
- (b) Notice of meeting of the Board must be given in writing to the nominated email address.
- (c) The Board may meet in person or by means of contemporaneous communication including Electronic Communication.
- (d) A Director taking part in a meeting mentioned in (c) above is to be taken to:
  - (i) be present in person at the meeting; and
  - (ii) form part of the quorum during the meeting.
- (e) A resolution made in accordance with this clause:
  - (i) is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held;
  - (ii) may consist of several documents in the same form each signed by one (1) or more of the Directors on the day or subsequently, and if the documents are



signed on different days, the resolution is taken to have effect on the day on which the resolution is received from the last required Director unless the resolution, by its terms, is said to take effect from an earlier date; and

- (iii) may consist of a scanned electronic document featuring the signature of a Director which is in the same form as the resolution signed by each other Director.
- (f) Questions arising at any meeting of the Board must be decided by a majority of votes, or a Special Majority Board Resolution where this Constitution requires, and each Director has one (1) vote. In case of an equality of votes, the person presiding has a casting vote.
- (g) The President presides as chairperson at every Board meeting, and in the President's absence the Vice-President takes the President's place. If the President and Vice-President are absent from a Board meeting, the Board must elect a chairperson at the commencement of the Board meeting.

#### 8.13 Quorum

A quorum for a meeting of the Board is four (4) Directors.

#### 8.14 Payment of Remuneration to Directors

- (a) The Board may remunerate Directors by payment of **Director Fees**, recognising the different levels of responsibilities for President, Vice President, Chairs of Sub-committees and Directors.
- (b) The Board has the power to determine remuneration levels, but the total amount payable as Directors Fees must be within the Directors Remuneration Pool for the relevant year as approved at a General Meeting.
- (c) The Annual General Meeting must approve a Director's Remuneration Pool for each year from which Directors' Fees will be paid.

### 9. Board Powers in Natural Disasters and Emergencies

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- (a) In the event of a Natural Disaster or Emergency, the Board may, by resolution or with the agreement of the President and two other Directors:
  - (i) temporarily suspend or modify the requirements of this Constitution relating to notice of meetings, quorum, or procedural rules, to the extent reasonably necessary to enable urgent decision-making;
  - (ii) delegate operational authority to the Chairperson, Chief Executive Officer, or an Emergency Sub-committee to act between meetings within limits determined by the Board, provided that any actions taken are reported to the Board as soon as practicable;
  - (iii) authorise urgent expenditure or allocation of resources necessary to protect Member and community safety, maintain continuity of essential services, or support Member assistance programs; and
  - (iv) permit meetings to be held by electronic means or telephone and by circulating agreed resolutions in writing where physical meetings are impossible or unsafe, provided that all decisions are minuted and records kept safe.

- (b) Any action taken under this clause must be reported to the Members at the next General Meeting, and where practicable as soon as reasonably possible, to ensure transparency and accountability.
- (c) In circumstances not otherwise provided for in this Constitution, the Board may act in good faith in the best interests of the AANT, provided that such actions are:
  - (i) proportionate to the circumstances;
  - (ii) consistent with the AANT's objects and purposes; and
  - (iii) reported to the Members at the earliest practicable opportunity.

## **10. General meetings**

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### **10.1 Annual General Meetings**

- (a) The Board must call an annual General Meeting of the Association each year.
- (b) The first annual General Meeting of the Association must be held within eighteen (18) months after the incorporation of the Association, and thereafter each annual General Meeting must be held within five (5) months after the end of its Financial Year.
- (c) The order of business at annual General Meetings is:
  - (i) the disclosure of any Interest by a Director;
  - (ii) the confirmation of the minutes of the previous annual General Meeting and of any special General Meeting held since that meeting;
  - (iii) the election of Directors;
  - (iv) the consideration of the accounts and reports of the Board and the auditor's report;
  - (v) the appointment of auditors; and
  - (vi) any other business requiring consideration by the Association in a General Meeting.

### **10.2 Special General Meeting**

- (a) The Board may by the passing of a resolution call a special General Meeting of the Association at any time.
- (b) Upon the Association receiving a requisition in writing of not less than fifty (50) Members (the Requisitioners), the Board must, within ninety (90) days of the receipt of the requisition, convene a special General Meeting for the purpose specified in the requisition.
- (c) A requisition for a special General Meeting under clause 10.2(b) must:
  - (i) set out legibly the names, addresses and Membership numbers of the Requisitioners;
  - (ii) be signed by each of the Requisitioners; and
  - (iii) state the purpose of the special General Meeting.
- (d) If a special General Meeting is not convened within ninety (90) days, as required by clause 10.2(b) above, the Requisitioners may convene a special General Meeting.

- (e) Such a meeting must be convened in the same manner as nearly as practical as a meeting convened by the Board and including all necessary written notices and notice periods, and for this purpose the Board must supply to the Requisitioners free of charge the particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Association.

### **10.3 Notice of General Meetings**

At least twenty-one (21) days' notice of any General Meeting or special General Meeting must be given to Members. The notice must set out where and when the General Meeting will be held, and particulars of the nature and order of the business to be transacted at the General Meeting. A notice may be given by the Association to any Member by sending the notice by email to the address appearing in the Register of Members; and by displaying the notice on the AANT website.

### **10.4 Proceedings at General Meetings**

- (a) Ten (10) Members present personally or by proxy constitutes a quorum for the transaction of business at any General Meeting.
- (b) If within thirty (30) minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members lapses. In any other case, the meeting stands adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the Members present form a quorum.
- (c) The President presides as chairperson at every General Meeting including every annual General Meeting, and in the President's absence the Vice- President must take his or her place. If the President and Vice-President are absent from a General Meeting or annual General Meeting, the Board must elect a chairperson at the commencement of the meeting.
- (d) No business, except of a formal nature, can be transacted at a General Meeting or a special General Meeting unless such business has been specified in the notice convening the meeting.

### **10.5 Voting at general meetings**

- (a) Subject to the provisions of this Constitution, every Member has only one (1) vote at a meeting of the Association.
- (b) Subject to these rules, a question for decision at a General Meeting, other than a Special Resolution, must be determined by a majority of Members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- (c) Unless a poll is demanded by at least five (5) Members, a question for decision at a General Meeting must be determined by a show of hands.
- (d) The Board may accept electronic votes or votes by digital platforms at Annual General meetings

## **10.6 Poll at General Meetings**

- (a) If at least five (5) Members demand a poll, it must be conducted in a manner specified by the chairperson of the General Meeting or the person presiding, and the result of the poll is the resolution of the meeting on that question.
- (b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

## **10.7 Proxies**

Each Member is entitled to appoint in writing a natural person who is also a Member to be their proxy and attend and vote at any General Meeting of the Association.

## **11. Special Resolutions**

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- (a) A Special Resolution may be moved at any annual General Meeting or any General Meetings of the Association.
- (b) The Association must give all Members notice of the General Meeting at which a Special Resolution is to be proposed in accordance with the Act and this Constitution.
- (c) The notice must include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.

## **12. Minutes and Records**

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- (a) The Chief Executive Officer (or, if no one holds office, the Public Officer) must cause full and accurate minutes of all questions, matters, resolutions and proceedings of every Board meeting, Annual General Meeting and General Meeting to be entered into books (physical or electronic) kept for that purpose.
- (b) The minutes of every Board meeting must be confirmed by the Board at the next succeeding Board meeting and signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the meeting at which the minutes are confirmed. The minutes of every General Meeting, including the Annual General Meeting, must be confirmed by the Members present at the next succeeding General Meeting or Annual General Meeting and signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the meeting at which the minutes are confirmed.
- (c) Minutes that were entered, confirmed and signed in accordance with this clause is, in the absence of proof to the contrary, evidence of the proceedings to which it relates, and it is taken that the meeting was held, the recorded proceedings occurred, and all appointments of officers or auditors recorded in the minutes were validly made.
- (d) The Chief Executive Officer (or, if no one holds office, the Public Officer) must cause all necessary records, returns, accounts and balance sheets to be kept or filed in accordance with all relevant legislation.
- (e) The books containing the minutes of General Meetings must be made available for inspection (physically or electronically), without charge, by any Member of the Association. The books containing the minutes of Board meetings must be made available for inspection, without charge, by any Officer of the Association.

- (f) The Chief Executive Officer (or, if no one holds office, the Public Officer) must make available at every General Meeting the Register of Members. For the purposes of determining eligibility to vote under clause 10.5 of this Constitution, the Chief Executive Officer (or, if no one holds office, the Public Officer) must have access at the General Meeting to a record of those Members whose fees are fully paid up to date.

## **13. Financial management**

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### **13.1 Financial year**

The financial year of the AANT commences on 1 July and ends on 30 June the following year ('Financial Year').

### **13.2 Funds and accounts**

- (a) The Association must open an account with a recognised financial institution from which all expenditure of the Association is made and into which all the Association's revenue is deposited.
- (b) 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.
- (c) All payments including electronic transfers must be authorised by any two persons who are either:
  - (i) the President;
  - (ii) the Vice-President; or
  - (iii) an Appointee as defined under clause 14.3,unless otherwise delegated in accordance with this Constitution.
- (d) All funds of the Association must be deposited into the financial account of the Association as soon as possible after receipt or as soon as practicable after that day.

### **13.3 Accounts and audits**

The responsibility of the Board under clause 8 of this Constitution for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for the Act 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.
- (d) the association must comply with the financial reporting and audit requirements of the Act

### **13.4 Accounts of receipts and expenditure**

- (a) True accounts must be kept:
  - (i) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
  - (ii) of the property, credits, and liabilities of the Association,

and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, these accounts must be open to inspection by the Members.

- (b) The Association must faithfully keep all general records, accounting books, and records of receipt and expenditure connected with the operations and business of the Association:
  - (i) in such form and manner as the Board may direct;
  - (ii) in accordance with the Act and all other obligations under the law; and
  - (iii) in accordance with good financial and accounting practices and principles.
- (c) The accounts, books, and records referred to clause 13.4(a) and 13.4(b) must be kept at the Association's office or at such other place as the Board may decide.
- (d) The Association must issue a proper receipt for all moneys paid to it.
- (e) No cheques must be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the Board.

### **13.5 Auditor**

- (a) At each annual General Meeting of the Association, the Members present must appoint an auditor of the Association.
- (b) The auditor appointed must hold the qualifications commensurate with the tier level of the Association for that Financial Year in accordance with Part 5, Division 2 of the Act.
- (c) If the Association, at the Board's discretion, obtains any quotes or tenders from appropriately qualified auditors with the intention of asking the Members at an annual General Meeting to appoint a new auditor for the Association, such quotes and tenders must be made available to the Members in writing no later than 21 days prior to the annual General Meeting.
- (d) An appointed auditor holds office until the annual General Meeting next after that at which it is appointed and is eligible for re-appointment.
- (e) If an appointment is not made at the annual General Meeting the Board must appoint an auditor of the Association for the then current Financial Year of the Association.
- (f) If a casual vacancy occurs in the office of auditor during the Financial Year of the Association, the Board may appoint an auditor, and the appointed auditor holds office until the next succeeding annual General Meeting.
- (g) At no time is the appointed auditor to be a Director.

### **13.6 Audit of accounts**

At least once in each Financial Year of the Association, the accounts of the Association must be examined by the auditor and otherwise in accordance with the Act.

### **13.7 Distribution of surplus assets on winding up**

- (a) 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.
- (b) The surplus assets must be given or transferred to another association incorporated under the Act, or such similar entity, that:

- (i) has similar objects or purposes to the Association;
- (ii) is not carried on for profit or gain to its individual Members; and
- (iii) is determined by resolution of the Members.

## **14. Execution of documents**

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### **14.1 Execution**

The Association may execute a contract or other document if it is:

- (a) executed under Common Seal in accordance with clause 14.3; or
- (b) signed by any person acting under the authority of the Association, delegated by the Board by resolution in accordance with the Constitution;

and all such contracts or other documents must be noted in the agenda for the information of the Board at the next Board meeting following its execution.

### **14.2 Common Seal**

- (a) The Association may have a common seal upon which its corporate name must appear in legible characters.
- (b) The seal must not be used without the express authorisation of the Board, and every use of the seal must be recorded in the minute book of the Association.
- (c) The common seal of the Association must be kept in the custody of the Chief Executive Officer or another person the Board from time to time decides.

### **14.3 Execution under common seal**

- (a) In this clause "an Appointee" means one of two Directors who the Board authorises by resolution on a continuing basis to be signatories of contracts and documents on behalf of the Association.
- (b) The Board may replace the Appointees by resolution at any time.
- (c) The Association may execute a document if:
  - (i) the seal is fixed to the document;
  - (ii) the fixing of the seal is witnessed by any two persons who are either:
    - (A) the President;
    - (B) the Vice-President; or
    - (C) an Appointee; and
  - (iii) the use of the seal is recorded in the minute book of the Association.
- (d) Each use of the seal must also be recorded by the Association in a register.

## **15. Public Statements**

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No Member, other than the President or his or her delegate, must make any statement or give any information to any person or persons for the information of or publication by any newspaper, magazine, periodical or any other publication whatsoever including electronic and

social media channels or for the information of or publication by radio, television or social media without being duly authorised so to do by resolution of the Board.

## **16. Dissolution**

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- (a) The Association must be dissolved if a resolution to that effect is carried by at least a three-quarters majority at a General Meeting of the Association which must have been called for the express purpose of voting on a proposal for such dissolution and for no other purpose.
- (b) If the Association is wound up in accordance with clause 16(a) above or the provisions of the Act and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, these are to be paid or distributed in accordance with the requirements of the Act.

## **17. No Members' liability**

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- (a) The Association may use the shortened name of 'AANT' as a reference to the Association in communications and signage between the Association and its Members.
- (b) In dealings with third parties where any debt or liability is incurred, undertaken or accrued, the Association endeavours to ensure use of its full incorporated name.
- (c) Members are not liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of a winding up of the Association.

## **18. Grievances and disputes**

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- (a) A Member may raise a grievance or complaint about a Director, the Board or another Member of the Association.
- (b) This clause applies to disputes between:
  - (i) a Member and another Member;
  - (ii) a Member and the Board; or
  - (iii) a Member and the Association.
- (c) Within fourteen (14) days after the dispute has been put to the Board at a Board meeting, the parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute.
- (d) If the parties are unable to resolve the dispute at the meeting or if one or both parties fail to attend that meeting or refuse to participate, then the parties must, within ten (10) days after the meeting, hold another meeting in the presence of a mediator.
- (e) The mediator must be:
  - (i) a person chose by agreement between the parties; or
  - (ii) in the absence of agreement:
    - (A) for a dispute between a Member and another Member - a person appointed by the Board;



- (B) for a dispute between a Member and the Board - a person who is a mediator appointed or employed by the Department administering the Act; and
  - (C) for a dispute between a Member and the Association - a person who is a mediator appointed or employed by the Department administering the Act.
- (f) A Member of the Association can be a mediator.
- (g) The mediator cannot be a party to the dispute.
- (h) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (i) The mediator in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (j) The mediator must not determine the dispute.

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.

## **19. Indemnity**

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- (a) To the extent permitted by law, every Director of the Board must be indemnified out of the assets of the Association against, and the Board must pay out of such funds and assets, all costs, losses and expenses which any Director may incur or become liable to pay by any reason of any contract entered into or any act or thing done in its capacity as a Director in discharging such duties while acting in accordance with the instructions of the Board or the AANT. This clause 19(a) does not apply if the liability results from or arises out of fraud by or wilful default of such Director.
- (b) No Director of the Board will be liable for the acts, receipts, deeds, neglects, or defaults of any other Director.
- (c) The AANT may, to the extent permitted by the Act:
  - (i) purchase and maintain insurance; and
  - (ii) pay or agree to pay a premium for insurance,
 for any person to whom this rule applies against any liability the person incurs as a Board or other officer of the Association, including but not limited to, liability for negligence or for reasonable costs and expenses incurred in defending legal proceedings, whether civil or criminal and whatever their outcome.
- (d) To the extent permitted by law and without limiting its other powers under these rules, the Association may enter deeds or other documents in favour of any person to whom this clause applies agreeing:

- (i) to effect and maintain insurance for the purposes of this rule during such person's term of office and for a period of up to seven (7) years after that person ceases to be an officer of the AANT; and
- (ii) to permit any such person, subject to any applicable legal professional privilege, to have access to documents and records of the Association for the purpose of defending such legal proceedings.

## **20. General**

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### **20.1 Governing law**

The Association is governed by the laws of the Northern Territory of Australia.

### **20.2 Review of this Constitution**

The Board must ensure that a comprehensive review of this Constitution will occur at least every five years. This does not prevent proposed amendments to the Constitution being approved by each AGM between the Reviews.

### **20.3 Notification**

This Constitution being an amendment of a preceding version must be filed with the Commissioner in accordance with section 23 of the Act and to the extent necessary is subject to the approval of the Commissioner and which, when given, must be recorded in the minutes of the Board. When these formalities have been satisfied, the Public Officer is authorised to note the date from which this version of the Constitution takes effect.

## Schedule – Transitional Provisions (Retirement of Directors)

### 1. Definitions

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In this Schedule, unless the context requires otherwise:

**Commencement Date** means the date on which the Constitution incorporating this Schedule takes effect.

**First Annual General Meeting** means the annual general meeting held on the date that is in the year following the Commencement Date.

**Transitional Director** means a person who:

- (a) is a Director of the AANT immediately before the Commencement Date; and
- (b) has completed more than three (3) consecutive or non-consecutive terms being nine (9) years as a Director.

### 2. Continued tenure and phased retirement

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- (a) Transitional Directors may continue in office after the Commencement Date despite having served more than three terms, but only in accordance with this Schedule.
- (b) Transitional Directors retire at consecutive annual General Meetings as follows:
  - (i) First Annual General Meeting after Commencement Date: the two Transitional Directors who have served the longest cumulative periods as Directors must retire at the conclusion of that meeting and are not eligible for re-election under clause 8.6.
  - (ii) Second Annual General Meeting after Commencement Date: the remaining Transitional Directors shall retire at the conclusion of that meeting and are not eligible for re-election under clause 8.6.
- (c) If a Transitional Director ceases to hold office before the scheduled retirement date (for example by resignation, death or removal), the Board may adjust the remaining retirement schedule to ensure that no more than two (2) Transitional Director retires at any single annual General Meeting.

### 3. Expiry

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- (a) This Schedule is a transitional provision only. It will cease to have effect automatically on the day after the last Transitional Director has retired in accordance with clause 2(b)(ii).
- (b) Upon expiry, all Directors will be subject only to the retirement clause 8.6.