



Constitution:

**The Automobile Association of the Northern
Territory Incorporated**

AGM - 2017

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Amended Constitution of Automobile Association of the Northern Territory Incorporated

Effective Date: November 2017

1. Definitions and interpretation clauses

1.1 Definitions

In this Constitution, unless the contrary intention appears:

Act	means the <i>Associations Act</i> (NT) and regulations made under that Act.
Association or AANT	means the Automobile Association of the Northern Territory Incorporated.
Chief Executive Officer	means the person engaged to perform the role of Chief Executive Officer (or equivalent) of the Association, who will carry out the executive function of the Association by written delegation.
Commercial Member (or Commercial Membership)	means a member (or membership) of the Association created under clause 4.4(a).
Constitution	means this constitution as adopted at the annual general meeting of the Association held in October 2017 and when referred to in any historical context all earlier versions of this constitution in force at the relevant time referred to.
Council	means the management committee of the Association elected or appointed pursuant to this Constitution, and the Act, to govern the Association.

Financial Year	means each period commencing 1 July and ending on 30 June next occurring as further detailed in clause 10.1.
General Meeting	means a general meeting of Members convened in accordance with clause 7 and the Act, and includes the annual general meeting and all special general meetings.
Life Member (or Life Membership)	means a member (or membership) of the Association created under clause 4.2(a).
Member	means a person or entity who is a member of the Association and Membership has a corresponding meaning.
Register of Members	means the register of Members established and maintained for the Association under section 34 of the Act.
Ordinary Member (or Ordinary Membership)	means a member (or membership) of the Association created under clause 4.3.
President	means the president of the Council appointed in accordance with this Constitution.
Public Officer	means the public officer of the Association from time to time appointed pursuant to this Constitution.
Special Resolution	means a resolution: (a) In the case of the Members, passed in accordance with section 37 of the Act, which requires: (i) at least 21 days notice to have been given of the meeting and of the intention to propose the resolution as a special resolution; and (ii) at least three-quarters of the votes of those members of the Association who, being entitled to vote, cast their vote at that meeting; or (b) In the case of the Council, passed by the vote of at least 75% of the Council members.

1.2 Interpretation

In this Constitution:

- (a) headings are for convenience only and do not affect interpretation;
- and unless the context otherwise requires:
- (b) words denoting the singular number include the plural and vice versa, and words denoting any gender include all genders;
- (c) a reference to a clause, sub-clause, or schedule is a reference to a clause, sub-clause, or schedule in or to this Constitution;
- (d) a reference to this Constitution, or any other agreement, agreement or instrument will be deemed to include references to this Constitution, other agreement, agreement or instrument as varied or supplemented from time to time;
- (e) a reference to any legislation or statute shall include a reference to any amendment, re-enactment, variation or extension thereof or statutory provision substituted therefore;
- (f) where any word or phrase is given a defined meaning, any other part of speech or grammatical form in respect of that word or phrase has a corresponding meaning; and
- (g) the word 'includes' in any form is not a word of limitation.

2. Name, objects and minimum number of members

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 as follows:

- (a) to provide an organisation for the protection, encouragement, convenience and benefit of motorists and motoring generally;
- (b) to promote and secure fairness and justice in the making and administration of laws affecting motorists and other road users;
- (c) to formulate motoring or road traffic policies and to keep Members, the business community, any relevant government agencies and the media informed about the Association and its views on key motoring issues that may affect or be of interest to Members;

- (d) to encourage and advocate for the construction, maintenance and improvement of roads, means of traffic regulation and other facilities for the benefit of motorists and other road users;
- (e) to advocate that the Northern Territory receive its appropriate share of Territory and Federal road infrastructure funding;
- (f) to promote and facilitate the development of an efficient, integrated transport network for Australia;
- (g) to provide to Members:
 - (i) automotive and roadside services, and
 - (ii) touring, travel, retail, insurance, lifestyle and other such services, information and advice as the Council from time to time thinks fit;
- (h) to affiliate with kindred organisations and to act in conjunction with them in matters affecting motorists and motoring generally and to provide mutual facilities for such organisations;
- (i) to support, partner with, or subscribe to any body or institution which may benefit the AANT, including its employees, contractors or Members;
- (j) to create and distribute print and digital content by such means and by use of such media, including owned communication channels and paid media, to meet the Association's objects and purposes; and
- (k) to use the influence of the Association, consistently with the above objects and purposes, for the benefit of Members and the community generally.

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

2.5 Income and Property of the Association

The income and property of the Association, however derived, shall 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

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 carrying out its objects or purposes, and in particular, 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 carrying out 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 Council 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 into 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 shall be 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 into any contract it considers necessary or desirable for meeting its objects and purposes.

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

The decision of the Council on any question of the interpretation of 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

4.1 Membership

- (a) Memberships of the Associations will consist of:
 - (i) Ordinary members;
 - (ii) Life members;
 - (iii) Commercial members; and
 - (iv) Such other classes of Membership that the Council has already determined or may determine, with such rights, benefits, conditions and obligations attaching to them as the Council deems fit from time to time.
- (b) The Council can attach rights, benefits, conditions and obligations to each of the classes of Membership as it deems fit from time to time.
- (c) A right of Membership of the Association is not capable of being transferred or transmitted to another person.

- (d) The Association must keep and maintain a Register of Members containing names, addresses and other information of all Members of the Association that the Council thinks fit.
- (e) Acceptance by the Association of applications for Membership and payment may be delegated to staff of the AANT under clause 6.3(b).

4.2 **Life Members**

- (a) The Council may elect to honorary life membership any natural person whose services to the Association merit special recognition, in the opinion of the Council by Special Resolution.
- (b) A Life Member elected under clause 4.2(a) has all the rights, benefits and privileges of an Ordinary Member but is not obliged to pay any membership fees or subscriptions.

4.3 **Ordinary Members**

- (a) An application for Ordinary Membership must be made by signed application form (including in electronic form) and otherwise in the manner prescribed by the Council from time to time and must be accompanied by payment of a membership fee and subscription.
- (b) On acceptance by the Association of the application and payment, the applicant will be an Ordinary Member.
- (c) The Council may, as it thinks appropriate:
 - (i) create, change or remove any sub-classes of Ordinary Membership; and
 - (ii) attach rights, benefits, conditions and obligations to the Membership of those sub-classes and set differing membership fees.

4.4 **Commercial Membership**

- (a) An entity that is trading as a business in the Northern Territory can apply for Commercial Membership.
- (b) A Commercial Membership will be in the name of the trading entity, whether it be a company, sole trader, or partnership or such other trading entity type.
- (c) Each Commercial Member will have only one vote at a General Meeting, to be exercised:
 - (i) In the case of a sole trader, by the individual business owner;
 - (ii) In the case of a company, by one director only; and

- (iii) In the case of a partnership, by a person authorised in writing by the partnership to exercise its vote as a Commercial Member;

And in any case where there is a proxy nomination duly executed by the Commercial Member in accordance with the law, by the nominated proxy.

- (d) The Council may, as it thinks appropriate:
 - (i) create, change or remove any sub-classes of Commercial Membership; and
 - (ii) attach rights, benefits, conditions and obligations to the Membership of those sub-classes and set differing membership fees.

4.5 Minimum number of Members

The Association must have at least 5 Members.

4.6 Application fees and subscription

- (a) The application fee payable by an applicant for each class or sub-class of Membership, and the yearly subscription payable by all Members (other than Life Members) will be fixed by the Council from time to time.
- (b) Payments by electronic means, cash or cheque are acceptable and such other method as the Council may determine at any time.
- (c) The Council may determine and apply such concessions, loadings, remissions, instalment options and exemptions as it sees fit from time to time.
- (d) Each Member's yearly subscription falls due and payable on each anniversary of the date that they applied for Membership, subject to instalment options being available.

4.7 Non payment of subscription

- (a) For any Member of the AANT whose subscription is unpaid for more than one (1) calendar month from the date that it is due, they cease to be a Member unless the Council decides otherwise and notifies that Member in writing.
- (b) The Council may reinstate any Membership on such terms that it determines at its discretion.

4.8 Member's details

It is the responsibility of every Member to keep the Association informed of his or her or its current personal information that is required by the Council to be kept in the Register of Members, including but not limited to full name, address, telephone and email (if email is applicable at the Member's election). Any notice delivered or posted to the last address notified by the Member or emailed to the Member's email address last notified

to the AANT will be deemed to have been duly given (on the day of delivery, on three business days after posting, or on the date that it is emailed).

4.9 Services to Members

- (a) The Council may determine from time to time at its discretion:
 - (i) the services which will be rendered to or on behalf of Members by the AANT; and
 - (ii) whether a fee is payable for such services and the amount of any such fee.
- (b) The Council may, in its absolute discretion, from time to time limit the number and kinds of services to which Members or a class or sub-class of Members are entitled.
- (c) If a Member has, in the opinion of the Council in its absolute discretion, received an excessive number of services from AANT, the Council may, without prejudice to its powers under clause 4.9(b) above, limit or determine the number of services to which that Member will subsequently be entitled and must notify that Member in writing of its decision.

4.10 Voting and holding office

- (a) Subject to subclause (b) and to any limitations imposed by Council on classes or sub-classes of Membership in accordance with this Constitution, each Member has one vote at General Meetings of the Association.
- (b) Only Members whose subscription, or any part payment of it under an instalment option, has not fallen overdue due to non-payment on an applicable due date:
 - (i) at the time of a vote, is entitled to vote at a meeting of the Association; or
 - (ii) is entitled to hold office on the Council.

4.11 Raising grievances and complaints

- (a) A Member may raise a grievance or complaint about a Council member, the Council, or another Member by giving a notice with particulars of the grievance or complaint in writing to the Chief Executive Officer or the President.
- (b) The Chief Executive Officer or President must put the grievance or complaint to the Council at the next Council meeting.
- (c) The grievance or complaint must be dealt with in accordance with clause 16.

4.12 Access to information on Association

- (a) The following must be available for inspection by Members on reasonable notice:
 - (i) a copy of this Constitution;
 - (ii) minutes of General Meetings; and
 - (iii) annual reports and annual financial reports.
- (b) The Council will keep members informed of:
 - (i) All classes and sub-classes of Membership at any given time;
 - (ii) The rights, benefits and obligations attaching to each of those classes and sub-classes of Membership and the services offered to them; and
 - (iii) The applicable fees payable by an applicant for each class or sub-class of Membership, and the yearly subscription payable by all Members (other than Life Members) as fixed by the Council from time to time;

by posting this information on its website or any other medium used by the Association for the purposes of communicating with Members and the public from time to time.

4.13 Payments to Members

Nothing contained in this Constitution prevents the payment to Members:

- (a) in good faith of remuneration as an officer, employee or contractor of the Association;
- (b) of remuneration in return for services actually rendered to the Association by a Member or for goods or services supplied to the Association in the ordinary course of business; or
- (c) of a reasonable and proper sum by way of rent for premises let to the Association by the Member.

5. Determination of Membership

5.1 Rejection of Application

- (a) The Council in its absolute discretion may reject any application for Membership without giving reasons to the applicant.
- (b) The function referred to in clause 5.1(a) may be delegated to staff of the AANT under clause 6.3(b).

5.2 Death or resignation

- (a) A person shall cease to be a Member of the Association upon the death of such person.
- (b) A person shall cease to be a Member of the Association upon giving notice in writing to the Chief Executive Officer of the resignation of such Member from the Association. No pro rata refund of subscription or application fees will be available to the resigning Member.

5.3 Suspension or expulsion

- (a) The Council may determine by resolution at a Council meeting that a Member should be suspended or expelled if the Member has engaged in conduct that is detrimental to the interests or reputation of the Association.
- (b) The Council must give notice to the Member of its intention to consider a resolution referred to in subclause (a), and the notice must:
 - (i) be in writing and include:
 - (A) the time, date and place of the Council meeting at which the question of that suspension or expulsion will be decided; and
 - (B) the particulars of the conduct; and
 - (C) an invitation for the Member to attend and make submissions at the meeting referred to in subclause 5.3(b)(i)(A); and
 - (ii) be given to the Member not less than 21 days before the date of the Council meeting referred to in subclause 5.3(b)(i)(A).
- (c) At the meeting referred to in subclause 5.3(b)(i)(A), the Council must afford the Member a reasonable opportunity to be heard or to make representations in writing.
- (d) The Council may suspend or expel or decline to suspend or expel the Member from the Association and must give written notice of the decision to the Member.
- (e) Subject to clause 5.4, the decision to suspend or expel a Member takes effect 14 days after the day on which notice of the decision is given to the Member.

5.4 Appeal against suspension or expulsion

- (a) A Member who is suspended or expelled under this clause 5 may appeal against that suspension or expulsion by giving notice to the Chief Executive Officer of the AANT within 14 days after receipt of the Council's decision.
- (b) The appeal must be considered at a General Meeting of the Association and the Member must be afforded a reasonable opportunity to be heard at the meeting

or to make representations in writing prior to the meeting for circulation at the meeting.

- (c) The Members present at the general meeting must, by resolution, either confirm or set aside the decision of the Council to suspend or expel the Member. Council members are excluded and excused from voting on a resolution to confirm or set aside the decision of the Council to suspend or expel a Member where the Council Member participated in the decision to suspend or expel the Member under subclause 5.3.
- (d) If an appeal has been made under this clause 5.4, the Member is not suspended or does not cease to be a member until the decision of the Council to suspend or expel him or her or it is confirmed by a resolution of the members.

6. The Council

6.1 Role and powers

- (a) The business of the Association must be managed by or under the direction of the Council.
- (b) The Council 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 Council will employ a Chief Executive Officer who:
 - (i) is delegated to perform some or all of the functions that a chief executive officer and treasurer of an association would normally perform and in accordance with any contract of employment approved by the Council;
 - (ii) will attend Council meetings but has no entitlement to vote at these meetings; and
 - (iii) will do such other acts and perform such functions in relation to the affairs of the Association as the Council from time to time requires or directs.
- (d) Without limiting subclause (c) above, the Council must engage the Chief Executive Officer with directives to:
 - (A) provide AANT with executive management;
 - (B) ensure strong and effective governance of the AANT;
 - (C) deliver retail innovation and team leadership of AANT staff; and
 - (D) act always to fulfil the objects and purposes of the AANT as set out in this Constitution.

- (e) The Council may appoint and remove AANT staff on such terms as it deems fit.
- (f) The Council 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 Council may make from time to time rules or regulations that are not inconsistent with this Constitution, for regulating the conduct of Members and Council members. Upon publication of these rules or regulations in writing they will be binding on Members.

6.2 **Composition of Council**

- (a) The Council consists of:
 - (i) a President;
 - (ii) a Vice-President; and
 - (iii) not more than 8 other persons elected or appointed to the Council in accordance with this Constitution.
- (b) Each Council member:
 - (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 Council at an annual General Meeting or appointed under clause 6.10.
- (c) At the first meeting of the Council held after each annual General Meeting of the Association the Council must elect from the Council members:
 - (i) The President; and
 - (ii) The Vice-President.
- (d) The President and Vice-President elected under sub-clause (c):
 - (i) Must each consent to be nominated;

- (ii) Must each be nominated by two other Council members;
- (iii) Must receive the most number of votes from other Council members;
and
- (iv) Where an even vote for two or more candidates occurs under sub-clause (1)(d)(iii):
 1. The past President if voting (and if not nominated) will have a casting vote; or
 2. If the past President is not voting or is nominated, the past Vice-President will have casting vote; or
 3. 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 Council must appoint one Council member to be the Association's Public Officer, at all times in accordance with the Act.
- (b) The Council should endeavour to always have at least 7 Council members.

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

- (a) The Council may establish one or more sub-committees that the Council considers appropriate, and delegate powers or functions to that sub-committee in accordance with this clause 6.3.
- (b) The Council 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 Council by the Act or any other law.
- (c) The delegation must be in writing and may be subject to the conditions and limitations the Council considers appropriate.
- (d) A register of all delegations made under this clause 6.3 must be maintained and available to Council.
- (e) The Council may, in writing, revoke wholly or in part any delegation.
- (f) The members of each of the sub-committees formed under this clause 6.3 need not be Council members or Members.
- (g) The President is *ex officio* a member of all sub-committees formed under clause 6.3(a).
- (h) The determination of any sub-committee is subject to confirmation by the Council unless the sub-committee is given full power to act.

- (i) The quorum of a sub-committee is 2 members of the sub-committee.

6.4 Eligibility of Council members

- (a) A Council member must be a Member who is 18 years or over.
- (b) A Council member must also meet the following criteria:
 - (i) must reside in the Northern Territory of Australia;
 - (ii) must not be an employee of the AANT;
 - (iii) must have been an Ordinary Member or Life Member of the AANT continuously for the preceding 12 months prior to the date of nomination unless waived by the Council in the case of filling a casual vacancy, or by the Members by resolution otherwise;
 - (iv) in the case of filling a casual vacancy, must have the relevant skills and experience to enhance the Council in fulfilling the Association's objects and purposes.

6.5 Nominations for election to Council

- (a) A Member is not eligible for election to the Council unless the Public Officer or Chief Executive Officer receives a written nomination for that Member no later than 28 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 Council may reasonably require for the purpose of establishing the applicant's experience and suitability;
 - (iii) be signed by the nominee to signify his or her willingness to stand for election; and
 - (iv) be signed by the nominator and a seconder.
- (c) A person who is eligible for election or re-election under this clause 6.5:
 - (i) cannot propose or second himself or herself for election or re-election; and
 - (ii) can vote for himself or herself.
- (d) The nominations, including the names of retiring Council members seeking re-election, must be made available to Members of the Association by enquiry with the Chief Executive Officer or President at all times during the period of 21 days prior to the annual General Meeting.

- (e) If insufficient nominations are received for the number of vacancies on the Council, any unfilled vacancies remaining after the annual General Meeting may be filled by appointment by the Council at a Council meeting under clause 6.10.

6.6 Retirement of Council members

- (a) A Council member holds office until:
 - (i) they retire at any time voluntarily, by giving notice in writing to the President;
 - (ii) their death or relocation of their residency from the Northern Territory;
 - (iii) they are otherwise removed from office in accordance with this Constitution or the Act; or
 - (iv) they retire in accordance with subclause (b).
- (b) At every annual General Meeting, the three Council members who have been in office the longest must retire as at the date of the meeting, and are taken by operation of this clause to have done so.
- (c) If the operation of subclause (b) means that more than 3 Council members are identified as having to retire because 2 or more Council members have been Council members for the same length of time, the presumed order of timing of the appointment of those Council members will be deemed to have been alphabetical based on surname of the Council member ("A" being the earliest).
- (d) Council members may serve consecutive terms on the Council and may immediately nominate and be re-elected after retirement under subclause (b).

6.7 Election by default

If the number of persons nominated for election to the Council under clause 6.5 does not exceed the number of vacancies to be filled, the President as chairperson must declare the nominees to each be duly elected as members of the Council at the annual General Meeting.

6.8 Election by ballot

- (a) If the number of nominations received by the Public Officer under clause 6.5(a) for appointment to the Council exceeds the number of vacancies on the Council, a ballot for the vacant Council positions must be conducted in accordance with this clause 6.8.
- (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 Council 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 subclause (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 subclause (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 will be deemed to have received the most votes as between those 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 subclause 6.8(c)(ii) where applicable) must be declared by the chairperson to be duly elected as members of the Council at the annual General Meeting, sufficient in number to fill all of the vacant Council positions.

6.9 **Removal of a Council member from office**

- (a) If a Council member is absent from more than:
 - (i) 3 consecutive Council meetings; or
 - (ii) 3 Council meetings in the same financial year;

of which meetings the Council member received notice, then in the absence of a Special Resolution of the Council granting that Council member a leave of absence for his or her missed meetings, which may only be given in special

circumstances determined at the Council's discretion, on and from the end of the next Council meeting, that Council member no longer holds office and their position is vacant.

- (b) The Association, at a special General Meeting or annual General Meeting, may by Special Resolution remove any Council member before the member's term of office ends.

6.10 Filling casual vacancy on Council

- (a) The Council may fill a casual vacancy on the Council by appointment by resolution at a Council meeting.
- (b) A Member appointed under this clause will hold office until the next annual General Meeting at which time nominations will be accepted for the position.
- (c) If the office of President or Vice President becomes vacant, the Council may appoint a Council member to fill the position by resolution at a Council meeting, and that appointee will hold office until the Council meeting after the next annual General Meeting.
- (d) If the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

6.11 Conflict

- (a) No Member who is connected with:
 - (i) the motor trade as a principal, director, manager, employee, or agent in buying, selling, manufacturing, assembling or repairing motor vehicles, accessories, parts, tyres, fuels or petroleum products; or
 - (ii) insurance, travel, home or business security or finance as a principal, director, manager, employee or agent of an insurance company, travel agency, carrier, security company, oil company, fuel distributor, or financial institution

is eligible for election as a Council member if five (5) Council members object.

- (b) Any such objection must be made in writing signed by the objectors and lodged with the Chief Executive Officer, or if none holds office at the time the Public Officer of the Association:
 - (i) in the case of such a member nominating for election or seeking re-election - no later than 14 days prior to the annual General Meeting at which such election is to take place; or
 - (ii) in the case of a proposed appointment by the Council - at least seven (7) days prior to the meeting of the Council at which such appointment is to be considered.

- (c) If a Council member subsequent to their appointment becomes connected with any of the trades or businesses referred to in paragraph (a) of this clause:
 - (i) That Council member is not automatically disqualified from continuing in office;
 - (ii) objection may be made in writing signed by five or more objecting Council members and lodged with the Chief Executive Officer (or if none holds office at the time the Public Officer of the Association) for consideration at the next Council meeting that is more than 21 days after lodgement;
 - (iii) the Chief Executive Officer (or Public Officer) must notify all Council members of the objection made under this subclause no later than 14 days prior to the Council meeting at which it will be considered; and
 - (iv) the Council member is removed from office if the 5 Council members maintain their objection at that meeting after the relevant Council member has had opportunity to make submissions to the Council.

6.12 Meetings

- (a) The Council must meet not less than ten (10) times in each year.
- (b) Notice of every meeting of the Council must be given by such means as is convenient including electronic and, in case of emergency, by telephone, to each Council Member, but no such notice need be given to any Council member who is, for the time being, absent from Australia or has been granted leave of absence by the Council.
- (c) The Council may meet in person or by means of a contemporaneous linking together by telephone or other method of audio or audio visual communication.
- (d) A Council member taking part in a meeting by telephone or audio or audio visual communication:
 - (i) is to be taken to be present in person at the meeting;
 - (ii) must not leave the meeting by disconnecting the telephone or other communication device without first advising the person presiding at the meeting; and
 - (iii) will conclusively be presumed to have been present and to have formed part of the quorum at all times during the meeting unless the Council Member has previously given such advice.
- (e) A resolution in writing signed by all the Council members for the time being entitled both to receive notice of a meeting of the Council and to vote on the resolution:
 - (i) is as valid and effectual as if it had been passed at a meeting of the Council duly convened and held;

- (ii) may consist of several documents in the same form each signed by one (1) or more of the Council members, and if the documents are signed on different days, the resolution will be taken to have effect on the day on which the resolution was last signed by a Council member unless the resolution, by its terms, is said to take effect from an earlier date;
 - (iii) may consist of a facsimile transmission or scanned electronic document featuring the signature of a Council member which is in the same form as the resolution signed by each other Council member.
- (f) Questions arising at any meeting of the Council will be decided by a majority of votes, or a Special Resolution where this Constitution or the Act so require, and each Council member has one (1) vote. In case of an equality of votes, the person presiding will have a second or casting vote.
- (g) The President will preside as chairperson at every Council meeting, and in the President's absence the Vice-President will take his or her place. If the President and Vice-President are absent from a Council meeting, the Council will elect a chairperson at the commencement of the Council meeting.

6.13 Quorum

A quorum for a meeting of the Council will be four (4) Council members.

6.14 Disclosure of interest

- (a) A Council member 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 Council as soon as he or she becomes aware of his or her Interest and as required by the Act.
- (b) The Council member shall not vote with respect to the contract or proposed contract to which his or her Interest relates.
- (c) The Council Member must also disclose the nature and extent of his or her Interest at the next annual General Meeting of the Association.

7. General meetings

7.1 Annual General Meetings

- (a) The Council will call an annual General Meeting of the Association each year in accordance with the Act and these rules.
- (b) The first annual General Meeting of the Association shall be held within 18 months after the incorporation of the Association, and thereafter each annual General Meeting will be held within 5 months after the end of its Financial Year.
- (c) The order of business at annual General Meetings will be:

- (i) the disclosure of any Interest by a Council member;
- (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 Council members;
- (iv) the consideration of the accounts and reports of the Council and the auditor's report;
- (v) the appointment of auditors; and
- (vi) any other business requiring consideration by the Association in a General Meeting.

7.2 Special General Meeting

- (a) The Council 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 50 Members (the Requisitioners), the Council shall, 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 sub-clause (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 sub-clause (b) above, the Requisitioners may convene a special General Meeting.
- (e) Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Council and including all necessary written notices and notice periods, and for this purpose the Council 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 will be borne by the Association.

7.3 Notice of General Meetings

- (a) At least twenty-eight (28) 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.

- (b) A notice may be given by the Association to any Member by:
 - (i) serving the Member with the notice personally;
 - (ii) by sending the notice by post to the address appearing in the Register of Members;
 - (iii) by sending the notice by email to the email address appearing in the Register of Members;
 - (iv) by displaying the notice in an NT daily newspaper published in Darwin and in any periodical AANT publication or magazine; or
 - (v) any other method as determined by the Council.
- (c) Where a notice is sent by post:
 - (i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - (ii) unless the contrary is proved, service will be taken to have been effected 3 days after it is posted.

7.4 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 30 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any other case, the meeting shall stand 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 30 minutes of the time appointed for the meeting the Members present shall form a quorum.
- (c) The President will preside as chairperson at every General Meeting including every annual General Meeting, and in the President's absence the Vice-President will take his or her place. If the President and Vice-President are absent from a General Meeting or annual General Meeting, the Council will 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.

7.5 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 5 Members, a question for decision at a General Meeting must be determined by a show of hands.

7.6 Poll at General Meetings

- (a) If a poll is demanded by at least 5 Members, 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.

7.7 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.

8. Special Resolutions

- (a) A Special Resolution may be moved at any annual General Meeting or any General Meeting 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.

9. Minutes and Records

- (a) The Chief Executive Officer (or if none holds office the Public Officer) will cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Council meeting, annual General Meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any member who previously applies to the Association for that inspection.
- (b) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Council meeting shall be signed by the chairman of that meeting or the chairman of the next succeeding Council meeting verifying their accuracy. Similarly, the minutes of every General Meeting shall be signed by

the chairman of that General Meeting or the chairman of the next succeeding General Meeting PROVIDED THAT the minutes of any annual General Meeting shall be signed by the Chairman of that meeting or the chairman of the next succeeding General Meeting or annual General Meeting.

- (c) The Chief Executive Officer (or if none holds office the Public Officer) shall cause all necessary records, returns, accounts and balance sheets to be kept or filed in accordance with all relevant legislation.
- (d) The Chief Executive Officer (or if none holds office the Public Officer) will make available at every General Meeting the Register of Members, and for the purposes of determining who is eligible to vote under clause 4.10 of this Constitution, the Chief Executive Officer (or if none holds office the Public Officer) will have at the General Meeting access to a record of those Members whose subscriptions are fully paid up to date.

10. Financial management

10.1 Financial year

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

10.2 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 of the Association's revenue is deposited.
- (b) Subject to any restrictions imposed by the Association at a General Meeting, the Council may approve expenditure on behalf of the Association within the limits of the budget.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two persons who are either:
 - (i) the President;
 - (ii) the Vice-President; or
 - (iii) an Appointee as defined under clause 11.3,unless otherwise delegated in accordance with this Constitution.
- (d) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.

10.3 **Accounts and audits**

The responsibility of the Council under clause 10.4 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.

10.4 **Accounts of receipts and expenditure**

- (a) True accounts shall 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 shall be open to inspection by the Members.
- (b) The Association shall 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 Council may direct;
 - (ii) in accordance with the law; and
 - (iii) in accordance with good financial and accounting practices and principles.
- (c) The accounts, books, and records referred to clause 10.4(a) and 10.4(b) shall be kept at the Association's office or at such other place as the Council may decide.
- (d) The Association will issue a proper receipt for all moneys paid to it.
- (e) No cheques shall be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the Council.

10.5 **Auditor**

- (a) At each annual General Meeting of the Association, the Members present shall 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 Council'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 will hold 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 an annual General Meeting the Council shall 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 course of the Financial Year of the Association, the Council may appoint an auditor and the appointed auditor will hold office until the next succeeding annual General Meeting.
- (g) At no time is the appointed auditor to be a Council member.

10.6 Audit of accounts

Once at least in each Financial Year of the Association, the accounts of the Association shall be examined by the auditor and otherwise in accordance with the Act.

10.7 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.

11. Execution of documents

11.1 Execution

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

- (a) Executed under Common Seal in accordance with clause 11.3; or
- (b) signed by any person acting under the authority of the Association, delegated by the Council 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 Council at the next Council meeting following its execution.

11.2 Common Seal

- (a) The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- (b) The seal shall not be used without the express authorisation of the Council, and every use of the seal shall 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 Council from time to time decides.

11.3 Execution under common seal

- (a) In this clause "an Appointee" means one of two Council members who the Council authorises by resolution on a continuing basis to be signatories of contracts and documents on behalf of the Association.
- (b) The Council 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.

12. Interpretation of Rules

The Council is the sole authority for the interpretation of this Constitution and any regulations made under it, and a decision of the Council upon any question of interpretation or upon any matters affecting the Association not provided for by this Constitution or by the regulations made under it will be final and binding on the members.

13. Public Statements

No member, other than the President or his or her delegate, shall 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 Council.

14. Dissolution

- (a) The Association shall 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 shall 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 sub-clause (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.

15. No members' liability

While 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, nevertheless the Association will endeavour to ensure that in all dealings with the public and circumstances wherein any debt or any liability is incurred, undertaken or accrued the Association shall in all such dealings and circumstances use and refer to itself by its full incorporated name, such the Act shall apply and have effect to prevent a member of the Association from being 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.

16. Grievances and disputes

- (a) A Member may raise a grievance or complaint about a Council member, the Council or another Member of the Association.
- (b) This clause applies to disputes between:
 - (i) a Member and another Member;
 - (ii) a Member and the Council; or
 - (iii) a Member and the Association.
- (c) Within fourteen (14) days after the dispute has been put to the Council at a council meeting under clause 4.11, 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 Council;
 - (B) for a dispute between a Member and the Council - a person who is a mediator appointed or employed by the Department administering the Act;
 - (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 due 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.
- (k) 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.

17. Indemnity

- (a) To the extent permitted by law, every member of the Council shall be indemnified out of the assets of the Association against, and the Council shall pay out of such funds and assets, all costs, losses and expenses which any member of the Council 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 member of the Council in discharging such duties while acting in accordance with the instructions of the Council or the Association. This clause 17(a) shall not apply if the liability results from or arises out of fraud by or wilful default of such member of the Council.
- (b) No member of the Council will be liable for the acts, receipts, deeds, neglects or defaults of any other member of the Council.
- (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 Councillor 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 into 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.

18. General

18.1 **Governing law**

The Association shall be governed by the laws of the Northern Territory of Australia.

18.2 **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, will be recorded in the minutes of the Council. When these formalities have been satisfied the Public Officer is authorised to note the date from which this version of the Constitution takes effect.