

This is the annexure marked "A" referred to in the statutory declaration of:

Name of public officer

Celia Gallo

Made on (date)

29/10/20

Before me



(signature of witness on statutory declaration)

Variety, the children's charity, Tent 82, Northern Territory
Constitution
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PART 1 – PRELIMINARY

1. Name

The name of the incorporated association shall be Variety, the children's charity, Tent 82, Northern Territory Incorporated.

2. Objects and purposes

The objects and purposes of the Association are as follows:

- (a) To raise funds to aid sick, disabled and disadvantaged children of any race, colour or creed who are under the age of 18 years;
- (b) To approve or reject grants through a selection process based on priority and need ensuring that a child meeting criteria directly benefits from such grants approved;
- (c) To maximise the utilisation of funds raised for children and organisations of the Northern Territory caring for children in accordance with (a);
- (d) To subscribe or guarantee money for charitable or benevolent objects;
- (e) To comply with Variety, the children's charity of Australia Charter and the Associations Act.

The Association:

- (i) shall comply with applicable income tax legislation such as to maintain the Association's status as being authorised to receive gifts which are deductible under such legislation; and
- (ii) shall not engage in the carrying on of propaganda or otherwise attempting to influence legislation and shall not participate in, or intervene in any political campaign on behalf of any candidate for public office except as authorised by law.

3. Minimum number of members

The Association must have at least twelve ordinary members.

4. Definitions

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In this Constitution, unless the contrary intention appears:

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

"Board" means the duly elected Board of Management of the Association;

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

"general meeting" means a general meeting of members convened in accordance with clause 43;

"member" means a member of the Association in accordance with clause 17;

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

"special resolution" means a resolution notice of which is given under clause 46 and passed in accordance with section 37 of the Act.

PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION

5. Powers of Association

- (1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- (2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on the terms and in the manner it considers appropriate;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;

- (f) appoint agents to transact business on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.

6. Effect of Constitution

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

7. Inconsistency between Constitution and Act

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

8. Altering the Constitution

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

PART 3 – MEMBERS

Division 1 – Membership

9. Application for membership

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

- (a) submit a written application for membership to the Board:
 - (i) in a form approved by the Board; and
 - (ii) signed by the person and both of the members referred to in paragraph (b); and
- (b) be proposed by one member and seconded by another member.

10. Approval of Board

- (1) The Board must consider any application made under clause 9 at the next available board meeting and must accept or reject the application at that meeting or the next.

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- (2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.
- (3) If an applicant gives notice of an appeal against the rejection of his or her application, the Board must reconsider the application at the next board meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.

11. Annual membership fees

- (1) The annual fee for each level of membership excluding 'Life Membership' is the amount determined from time to time by resolution at a general meeting.
- (2) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Board from time to time.
- (3) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Board determines otherwise.

Division 2 – Rights of members

12. General

- (1) Subject to clause 13(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of membership whether by death, resignation or otherwise.

13. Voting

- (1) Subject to subclause (2) and clause 17, each member has one vote at general, special and annual general meetings of the Association.

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

14. Notice of meetings and special resolutions

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

15. Access to information on Association

The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of general meetings;
- (c) annual reports and annual financial reports.

16. Raising grievances and complaints

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

17. Member Classifications

Membership of the Association shall consist of Ordinary, Family, Associate and Life Members.

- (1) **Ordinary Members** shall be entitled to a vote of equal value at all general and special meetings of the Association. Ordinary Members shall be at least 18 years of age.
- (2) **Family members** apply to households where a partner reside. Both parties must be at least 18 years of age however only one member shall be entitled to a vote of equal value at all general and special meetings of the Association. If the household member holding voting rights is unable to attend any meeting, they may pass that vote to their partner by proxy for that meeting.
- (3) **Associate members** must not vote but may have other rights as determined by the Board or by resolution at a general meeting. An Associate Member shall not be restricted by age.

- (4) **Life Members** are determined by the Board of Management at any time and bestowed upon any member for services to Variety. Life Members shall be entitled to a vote of equal value at all general and special meetings of the Association.

Division 3 – Termination, death, suspension and expulsion

18. Termination of membership

Membership of the Association may be terminated by:

- (a) a notice of resignation addressed and posted to the Association or given personally to the Secretary or another board member;
- (b) non-payment of the annual membership fee within the time allowed under clause 11(3); or
- (c) expulsion in accordance with this Division.

19. Death of member or whereabouts unknown

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

20. Suspension or expulsion of members

- (1) If the Board considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Board must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must:
 - (a) be in writing and include:
 - (i) the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
 - (b) be given to the member not less than 30 days before the date of the Board meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Board must afford the member a reasonable opportunity to be heard or to make representations in writing.

- (4) The Board may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 22, 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.

21. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 20 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Board's decision.
- (2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Board to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Board to suspend or expel him or her is confirmed by a resolution of the members.

PART 4 – BOARD OF MANAGEMENT

Division 1 – General

22. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (3) The Board may appoint and remove staff.

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- (4) The Board may establish one or more subcommittees consisting of the members of the Association the Board considers appropriate.

23. Composition of Board

- (1) The Board consists of:
 - (a) a Chief Barker;
 - (b) a Vice-Chairperson;
 - (c) a Secretary;
 - (d) a Treasurer;
 - (e) a Kids Support Chairperson;
 - (f) up to a maximum of 8 other members elected at an annual general meeting.
- (3) The Board must appoint one Board member to be the Association's public officer.
- (4) Board members shall not receive compensation or payment for their service on the Board, provided that Board members can be paid reasonable out-of-pocket expenses which have been approved by the Board.
- (5) The majority of the Board, being 50% +1 including the Chief Barker and Vice Chair shall at all times be resident in the NT

23A. Alternate Board members

- (1) Subject to the Act, a Board member may by writing under his or her hand or by facsimile, telex, telegram, or electronic transmission capable of representation in visible form, appoint an ordinary member who is:
 - (a) a resident of the Territory;
 - (b) 18 years or over;
 - (c) eligible for appointment under the requirements of sections 30 & 40 of the Act; and
 - (d) approved by a majority of the other Board members,

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to act as an Alternate Board member in his or her place whether for a stated period or periods or until the happening of a specified event or from time to time.

- (2) An Alternate Board member:
- (a) may be removed or suspended from office by writing under the hand of the Board member by whom he or she was appointed or by facsimile, telex, telegram or electronic transmission capable of representation in visible form from that Board member;
 - (b) subject to this Constitution, is entitled to receive notice of meetings of the Board and to attend and vote thereat if the Board member by whom he or she was appointed is not present and, where he or she is also a Board member in his or her own right, or Alternate Board member for another Board member as well, to have a separate vote on behalf of the Board member he or she is representing in addition to his or her own or that other Board member's vote;
 - (c) may, subject to the Act, exercise all the powers, except the power to appoint an Alternate Board member, and perform all the duties, of the Board member by whom he or she was appointed insofar as the latter has not exercised or performed them;
 - (d) automatically ceases to be an Alternate Board member if the Board member by whom he or she was appointed ceases to be a Board member;
 - (e) whilst acting as a Board member is responsible to the Association for his or her own acts and defaults and the Board member by whom he or she was appointed is not responsible therefore;
 - (f) is not entitled to receive any remuneration from the Association as a Board member except for any special services which in the opinion of the Board are outside the scope of the ordinary duties of a Board member; and

- (g) shall not be taken into account separately from the Board member by whom he or she was appointed in determining the number of Board members.

24. Delegation

- (1) The Chief Barker, the Vice-Chairperson, the Treasurer and the Secretary constitute an Executive Committee, which may issue instructions to the Public Officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during intervals between meetings of the Board, and where any such instructions are issued, shall report thereon to the next meeting of the Board.
- (2) The Board may delegate to a Board member, subcommittee or staff any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.
- (3) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (4) The Board may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of office

25. Eligibility of board members

- (1) A Board member must be an ordinary member who is 18 years or over.
- (2) A Board member must be eligible under the requirements of Section 30 and 40 of the Act.
- (3) All Board members (other than Alternate Board Members) must be elected to the Board at an annual general meeting or appointed under clause 32.
- (4) The Chief Barker and Vice Chairperson shall be elected for a term of one year by the Board after the annual election of the Board has been completed. The Chief Barker will be expected to serve two one year terms, providing he or she is re-elected at a subsequent

annual general meeting but shall not serve more than a maximum of five consecutive one year terms.

26. Nominations for election to Board

- (1) A member is not eligible for election to the Board unless the Secretary receives a written nomination for that member by another member not less than 7 days before the date of the next annual general meeting.
- (2) The nomination must be signed by:
 - (a) the nominator and a seconder; and
 - (b) the nominee to signify his or her willingness to stand for election.
- (3) A person who is eligible for election or re-election under this clause may:
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.

27. Retirement of board members

- (1) A Board member holds office until the next annual general meeting unless the member vacates the office under clause 30 or is removed under clause 31.
- (2) Subject to subclause (3), at an annual general meeting the office of each board member becomes vacant and elections for a new Board must be held.
- (3) The Chief Barker of the outgoing Board must preside at the annual general meeting until a new member is elected as Chief Barker.
- (4) Members may serve consecutive terms on the Board.

28. Election by default

- (1) If the number of persons nominated for election to the Board under clause 26 does not exceed the number of vacancies to be filled, the Chief Barker must declare the persons to be duly elected as members of the Board at the annual general meeting.

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- (2) If vacancies remain on the Board after the declaration under subclause (1), additional nominations of Board members may be accepted from the floor of the annual general meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chief Barker must declare those persons to be duly elected as members of the Board.
- (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Board in accordance with clause 32.

29. Election by ballot

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

30. Vacating office

The office of a Board member becomes vacant if –

- (a) the member:
 - (i) is disqualified from being a Board member under section 30 or 40 of the Act;
 - (ii) resigns by giving written notice to the Board;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;or
 - (v) ceases to be a member of the Association;
- (b) the member is absent for more than:

- (i) 3 board meetings in the same financial year without tendering an apology to the Chief Barker;

of which meetings the member received notice and the Board has resolved to declare the office vacant; or

- (c) in any of the circumstances provided for by the Schedule.

31. Removal of board member

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

32. Filling casual vacancy on Board

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

Division 3 – Duties of board members

33. Collective responsibility of Board

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

34. Chief Barker and Vice-Chairperson

- (1) Subject to subclauses (2) and (3), the Chief Barker must preside at all general meetings and Board meetings.

- (2) If the Chief Barker is absent from a meeting, the Vice-Chairperson must preside at the meeting.
- (3) If the Chief Barker and the Vice-Chairperson are both absent, the presiding member for that meeting must be:
 - (a) a member elected by the other members present if it is a general meeting; or
 - (b) a Board member elected by the other Board members present if it is a Board meeting.
- (4) The Vice-Chairperson shall, in the absence of the Chief Barker, possess all of the powers and shall perform all of the duties of the Chief Barker.

35. Secretary

The Secretary must:

- (a) coordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of general meetings and of Board meetings are kept in accordance with section 38 of the Act;
- (c) maintain the register of members in accordance with section 34 of the Act;
- (d) unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Association, other than those required by clause 36(5) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

36. Treasurer

- (1) The Treasurer must ensure that:
 - (a) all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (b) all moneys received are paid into the account of the Association within 5 working days after receipt;

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- (c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
- (d) ensure cheques and or electronic payments are signed by any two persons authorised by the Board.
- (e) For other modes of payment, the Treasurer and Chief Barker can act in accordance with resolutions of the Board
- (2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- (3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.
- (4) If directed to do so by the Chief Barker, the Treasurer must submit to the Board a report, balance sheet or financial statement in accordance with that direction.
- (5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.
- (6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

37. Public Officer

- (1) The Public Officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (2) The Public Officer must keep a current copy of the Constitution of the Association.

PART 5 – MEETINGS OF BOARD

38. Frequency and calling of meetings

- (1) The Board will endeavour to meet once every month, but must meet together for the conduct of business not less than 10 times in each financial year.
- (2) The Chief Barker, or at least half the Board members, may at any time convene a special meeting of the Board.

- (3) A special meeting may be convened to deal with an appeal under clause 21.

39. Voting and decision making

- (1) Each Board member present at the meeting has a deliberative vote.
- (2) A question arising at a Board meeting must be decided by a majority of votes.
- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

40. Quorum

- (1) For a Board meeting, 50% of current Board Members constitutes a quorum.
- (2) For a sub-committee meeting, two sub-committee members constitutes a quorum.

41. Procedure and order of business

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

42. Disclosure of interest

- (1) A Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Board in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The Chief Barker must ensure a Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

PART 6 – GENERAL MEETINGS

43. Convening general meetings

- (1) The Association must hold its first annual general meeting within 18 months after its incorporation.
- (2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- (3) The Board:
 - (a) may at any time convene a special general meeting to address appeals and proposed constitutional changes;
 - (b) must, within 30 days after the Secretary receives a notice under clause 21(1), convene a special general meeting to deal with the matter to which the notice relates; and
 - (c) must, within 30 days after it receives a request under clause 44(1), convene a special general meeting for the purpose specified in that request.

44. Special general meetings

- (1) Half the number of members constituting a quorum for a general meeting may make a written request to the Board for a special general meeting unless otherwise provided in the Schedule.
- (2) The request must:
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.
- (3) If the Board fails to convene a special general meeting within the time allowed –
 - (a) for clause 43(3)(b) – the appeal against the decision of the Board is upheld; and
 - (b) for clause 43(3)(c) – the members who made the request may convene a special general meeting as if they were the Board.

- (4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days notice of a special general meeting.
- (6) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

45. Annual general meeting

- (1) The Secretary must give to all members not less than 30 days notice of an annual general meeting unless otherwise provided in the Schedule.
- (2) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
 - (a) first – the consideration of the accounts and reports of the Board;
 - (b) second – the election of Board members;
 - (c) third – any other business requiring consideration by the Association at the meeting.

46. Special resolutions

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed unless otherwise provided in the Schedule.

- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

47. Notice of meetings

- (1) The Secretary must give a notice under this Part by:
 - (a) serving it on a member personally; or
 - (b) sending it by email to a member at the email address of the member appearing in the register of members; or
 - (c) sending it by post to a member at the address of the member appearing in the register of members.
- (2) If a notice is sent by post under subclause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

48. Quorum at general meetings

At a general meeting, twelve ordinary members present or by proxy constitute a quorum.

49. Lack of quorum

- (1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present:
 - (a) for an annual general meeting or special general meeting convened under clause 43(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
 - (b) for a meeting convened under clause 43(3)(b) – the members who are present or by proxy may proceed with hearing the appeal for which the meeting is convened; or
 - (c) for a meeting convened under clause 43(3)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present or by proxy may proceed with the business of that general meeting as if a quorum were present.

- (3) The Chief Barker may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
- (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

50. Voting

- (1) Subject to clauses 13(2) and 17, each member present or by proxy at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting:
 - (a) an ordinary resolution put to the vote is decided by a majority of votes made in person, including attendance by electronic means or by proxy; and
 - (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person, including attendance by electronic means or by proxy vote in favour of the resolution.
- (3) A poll may be demanded by the Chief Barker or by 3 or more members present in person or by proxy.
- (4) If demanded, a poll must be taken immediately and in the manner the Chief Barker directs.

51. Proxies

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

PART 7 – FINANCIAL MANAGEMENT

52. Financial year

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

53. Funds and accounts

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the Board may approve expenditure on behalf of the Association.
- (3) All cheques, electronic payments, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.
- (4) Other forms of payment shall be subject to resolution of the Board regarding their operation.
- (5) 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.
- (6) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- (7) No part of the funds of the Association shall inure to the benefit of or be distributed to members, Board members, officers or employees of the Association provided that the Association shall be authorised and empowered to make payment in good faith of:
 - (a) reasonable and proper remuneration to any member, officer or employee in return for any services actually rendered to the Association; and
 - (b) payments, distributions and reimbursement in furtherance of its charitable purposes.

54. Accounts and audits

The responsibility of the Board under clause 33(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts;
- (c) the auditing of the Association's accounts; and
- (d) the audited accounts are to be made available to members at least 14 days prior to the annual general meeting.

PART 8 – GRIEVANCE AND DISPUTES

55. Grievance and disputes procedures

- (1) This clause applies to disputes between:
 - (a) a member and another member; or
 - (b) a member and the Board.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) for a dispute between a member and another member: a person appointed by the Board; or
 - (ii) for a dispute between a member and the Board: a person who is a mediator appointed or employed by the department administering the Act.

- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 9 – MISCELLANEOUS

56. Common seal

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

57. Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another association or organisation that:
 - (a) has similar objects or purposes and which is an association or organisation which is authorised to receive gifts which are deductible under then existing income tax legislation;
 - (b) is not carried on for profit or gain to its individual members; and
 - (c) is determined by resolution of the members.

58. Variety International

The Association shall not make any financial commitment on behalf of Variety International.
