

*Your partner in heart
& diabetes health*



healthylivingNT

Constitution of the Diabetes Association of the Northern Territory Incorporated

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Healthy Living NT
is the trading name of the
Diabetes Association
of the Northern Territory
Incorporated.

Healthy Living NT
is the registered NT
licence holder for
Life. Be in it.

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Life. Be in it.™

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Name of the Association

1. The name of the Association shall be the Diabetes Association of the Northern Territory Incorporated (hereinafter referred to as "The Association").
2. The Association trades under the name of Healthy Living NT or such other names as the Board may from time to time determine.

Purpose and Objects

3. The Association exists for the purpose of providing relief to, and promoting the interests of, people who are affected by diabetes.
4. The principal objects of The Association are:
 - 4.1. To provide an organisation for the benefit of and service to people with diabetes and others interested in diabetes without discrimination as to race, colour, creed or political persuasion, and without regard to their means or ability to pay and whether or not those persons are Members of the Association.
 - 4.2. To act as an authoritative and advisory body to safeguard the social and economic interests of people with diabetes.
 - 4.3. To promote information and education for the benefit of people with diabetes and the public generally.

Minimum number of Members

5. The Association must have at least the number of Members specified in the Act.

Definitions

6. In this Constitution, unless the contrary intention appears:
 - 6.1. "Act" means the Associations Act and Regulations made under that Act as amended from time to time;
 - 6.2. "Association" means the Diabetes Association of the Northern Territory Incorporated;
 - 6.3. "Board" means the Board of Management of The Association;

- 6.4. "Financial Institution" means an authorised deposit-taking institution within the meaning of Section 5 of the Banking Act 1959 of the Commonwealth;
- 6.5. "General Meeting" means a General Meeting of Members convened in accordance with Clauses 96-98;
- 6.6. "Member" means a Member of the Association;
- 6.7. "Register of Members" means the register of the Association's Members established and maintained under Section 34 of the Act;
- 6.8. "Special Resolution" means a resolution, notice of which is given under Clauses 99-101 and passed in accordance with Section 37 of the Act.

Powers of Association

7. For achieving its objects and purposes, The Association has the powers conferred by Sections 11 and 13 of the Act.
8. Subject to the Act, The Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
 - 8.1. acquire, hold and dispose of real or personal property;
 - 8.2. open and operate accounts with Financial Institutions;
 - 8.3. invest its money in any security in which trust monies may lawfully be invested;
 - 8.4. raise and borrow money on the terms and in the manner it considers appropriate;
 - 8.5. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - 8.6. appoint agents to transact business on its behalf;
 - 8.7. enter into any other contract it considers necessary or desirable;
 - 8.8. establish any business entities or structures it considers necessary or desirable; and
 - 8.9. enter into any arrangement for union of interests, co-operation or reciprocal concessions with other organisations with a view to furthering the objectives of The Association.

Effect and Alteration of Constitution

9. 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.
10. Notwithstanding Clause 44, neither the incorporated name of The Association nor this Constitution, including By-laws listed at Schedules 1 and 2 to this Constitution, shall be rescinded nor altered in any way unless by resolution passed at an Annual General Meeting, General Meeting or Special Meeting by a two-thirds majority of those Members present and eligible to vote.

Patron

11. The Board of The Association may invite any person or persons to be a Patron of the Association for such period of time as shall be considered appropriate.

Membership

12. All persons or organisations who are interested in the furtherance of the objects of The Association may become Members by making written application for Membership on such a form as the Board shall from time to time prescribe and paying the prescribed Membership fee.

Membership Classes

13. There are four classes of Membership of The Association and they are:
 - 13.1. General Member;
 - 13.2. Life Member;
 - 13.3. Honorary Member; and
 - 13.4. Affiliate Member.

14. The Board shall have the power to create new classes of Membership.

General Members

15. A General Member is a person who is not a Life Member, Honorary Member or Affiliate Member.
16. Any person who has diabetes or who is interested in the welfare of people with diabetes and subscribes to the objects of The Association shall be eligible for General Membership.

Life Members

17. A Life Member is a Member of The Association for life who:
 - 17.1. has Life Membership bestowed in an honorary capacity by the Board or a General Meeting for exceptional services rendered to The Association; or
 - 17.2. has, prior to 24 September 2005, paid the sum of twenty times the prescribed subscription in any one year.
18. Subject to Clause 40 (Termination of Membership), all persons holding Life Membership at the time of the adoption of this Constitution shall be entitled to retain that Membership.

Honorary Members

19. Honorary Membership may be conferred by the Board or at a General Meeting by a majority of those Members present and eligible to vote, on persons who by virtue of their special qualities or otherwise could assist in achieving the objects of the Association.
20. Honorary Members shall be entitled to enjoy all the benefits and privileges of Membership of The Association and shall be exempt from payment of subscriptions.
21. The Membership of Honorary Members shall be reviewed annually by the Board.

Affiliate Members

22. Any organisation, company, corporation, or institution interested in diabetes or the welfare of people with diabetes and subscribes to the objects of The Association shall be eligible to apply for Affiliate Membership.
23. An Affiliate Member is not eligible to vote at any General Meeting of The Association or be elected to the Board.

Approval of Board

24. The Board must consider any application made under Clause 12 at the next available Board meeting and must accept or reject the application at that meeting or the next.
25. If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within fourteen (14) days after being advised of the rejection.
26. 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.

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27. If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.

Subscriptions

28. The Board shall recommend to the Annual General Meeting or a General Meeting the annual subscription rates for all classes of Membership for ratification at that meeting.
29. Annual subscription rates ratified at an Annual General Meeting or a General Meeting shall take effect immediately from the date of the meeting.
30. Except for Life and Honorary Membership, the Membership of each Member shall continue for as long as a Member continues to pay subscriptions in accordance with Clause 31.
31. Subscriptions shall become due 1 July annually or on a Member's anniversary of joining and shall be paid within three (3) months of the date on which they become due for the ensuing twelve (12) months.
32. Members who do not renew their subscriptions within three (3) months shall, in the absence of a decision of the Board to waive payment on the basis of special reasons or circumstances, cease to be Members of The Association. Such persons may re-apply for Membership on payment of the annual subscription.
33. The Board shall have the authority to reduce or waive a person's prescribed subscription in special circumstances.

Member Benefits

34. Subject to Clause 23 (Affiliate Member not eligible to vote) and Clause 59 (No paid employee on Board) all General Members, Life Members, and Honorary Members shall be entitled to enjoy all the benefits and privileges of Membership of The Association including the right to vote at all General and Special meetings and to be elected to the Board.

General Rights of Members

35. A Member may exercise the rights of Membership when his or her name is entered in the Register of Members.
36. A right of Membership of The Association:
- 36.1. is not capable of being transferred or transmitted to another person; and
 - 36.2. terminates on the cessation of Membership whether by death, resignation or any other reason.

Access to information of Association

37. The following must be available for inspection by Members:

- 37.1. a copy of this Constitution;
- 37.2. minutes of General Meetings;
- 37.3. Annual Reports and annual financial reports;
- 37.4. Register of Members, subject however at all times to the provisions of both Northern Territory of Australia and Commonwealth of Australia law relating to personal and health information privacy in force from time to time.

Raising grievances and complaints

38. A Member may raise a grievance or complaint about a Board Member, the Board or another Member of The Association.
39. The grievance or complaint must be dealt with by the procedures set out in Schedule 1 of the By-Laws to this Constitution, wherein rules of natural justice have been observed.

Termination of Membership

40. Membership of The Association may be terminated by:
 - 40.1. a notice of resignation addressed and posted to The Association;
 - 40.2. non-payment of the annual Membership fee within the time allowed under Clause 32, or
 - 40.3. expulsion in accordance with Schedule 2 of the By-Laws to this Constitution, wherein rules of natural justice have been observed.

Death of Member or whereabouts unknown

41. If a Member dies or the whereabouts of a Member are unknown, the Board must cancel the Member's Membership.

The Board

Role and powers

42. The governance, management and control of The Association and its property, effects and affairs shall be vested in the Board.
43. 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.
44. Subject to Clause 10, the Board shall have the authority to make, alter and rescind By-Laws to fulfil the Objects of the Constitution. Such authority shall include but shall not be limited to making, altering or rescinding By-Laws in relation to each of the following matters:

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- 44.1 To regulate, facilitate and conduct Members and Board Meetings;
 - 44.2 To establish and maintain committees of any persons appointed by the Board;
 - 44.3 To regulate the duties, scope and authority of the Board, Executive Board, committees and Members;
 - 44.4 To regulate for the good governance of The Association.

Composition of Board

- 45. The Board consists of:
 - 45.1 the Executive Board comprising:
 - (a) Office Bearers, elected at an Annual or General Meeting of The Association or appointed under Clauses 73 and 74, comprising:
 - (i) a President;
 - (ii) two (2) Vice-Presidents;
 - (iii) a Secretary/Treasurer; and
 - (b) any non-Executive Board member appointed to the Executive Board under the provisions of Clause 47; and
 - 45.2 a maximum of four (4) other members, being General, Life or Honorary Members, elected at an Annual or General Meeting of The Association or appointed under Clause 73.
 - 45.3 Any persons appointed to the Board under Clause 74 of this Constitution
- 46. One Member of the Office Bearers shall be appointed by the Annual General Meeting or Board as The Association's Public Officer in accordance with the Act. The office of Public Officer does not confer an additional substantive voting right on the Office Bearer who is also the Public Officer.
- 47. This Constitution does not preclude a person holding more than one (1) Office Bearer position. Where this occurs:
 - 47.1 the person holding more than one (1) Office Bearer position shall be entitled to exercise one (1) substantive vote only, and
 - 47.2 the Board will appoint a non-Executive Board member to the Executive Board to assume stewardship of the second substantive vote held by that office.

The Executive Board

- 48. The Executive Board shall consist of the Office Bearers and any non-Executive Board Member appointed under Clause 47.
- 49. The Executive Board shall attend to the administration of Association business occurring between Board Meetings.

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50. The quorum necessary for the transaction of business by the Executive Board shall be three.
 51. Meetings may be conducted in person, by video or teleconference, or by email.
 52. Records of all business conducted by the Executive Board shall be presented at the next Board Meeting for ratification.
 53. Terms of Reference for the operation of the Executive Board are detailed at Schedule 3 of the By-Laws.

Delegation

54. The Board may delegate to a subcommittee or staff any of its powers and functions other than:
 - 54.1 this power of delegation; or
 - 54.2 any duty imposed on the Board by the Act or any other law.
55. The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
56. The Board may, in writing, revoke wholly or in part the delegation.

Eligibility of Board Members

57. Subject to Clause 74, a Board Member must be:
 - 57.1 a Member of The Association,
 - 57.2 aged between 18 and 70 years, and
 - 57.3 eligible to hold office, as defined by Sections 30 and 40 of the Act.
58. Board Members must be elected to the Board at an Annual General Meeting or a General Meeting or appointed under Clauses 73 or 74.
59. Notwithstanding any other clauses of this Constitution, no remunerated employees of The Association shall be eligible to be elected or appointed to the Board while so employed.

Nominations for election to Board

60. Nominations for Office Bearers and for Board Members must be made on written nomination, or as prescribed by the Board, signed by the nominee and two other financial Members and submitted to the Secretary/Treasurer not less than fifteen (15) business days before the scheduled Annual General Meeting at which the positions are due for election.
61. As a pre-requisite for a nomination for Board to be considered at the AGM, nominees for Board positions must sign and submit to the Secretary/Treasurer a formal confirmation of acceptance of The Association's Ethical Practice and Relationships Policy prior to the Annual General Meeting.

Term and Retirement of Board Members

62. Effective from the 2015 Annual General Meeting, and subject to the following provisions, Board Members are elected at an Annual General Meeting for a two (2) year term, subject to clauses 70 and 71, with:
- 62.1 the positions of President, Treasurer and up to two (2) general Board members being elected at the Annual General Meetings held in even numbered years and
 - 62.2 the positions of the two (2) Vice-Presidents, and up to two (2) general Board members being elected at the Annual General Meetings held in odd numbered years.
63. In determining which of the general Board Member positions are scheduled for retirement and subsequent election in odd and even numbered years, as between persons who became general Board members on the same day, those to retire shall (unless they otherwise agree between themselves) be determined by lot.
64. A retiring Board Member is eligible for re-election and Board Members may serve consecutive terms on the Board.

Election by default

65. If the number of persons nominated for election to the Board under Clauses 60 and 61 does not exceed the number of vacancies to be filled, the Chairperson or the appointed Returning Officer must declare the persons to be duly elected as Members of the Board at the Annual General Meeting.
66. If vacancies remain on the Board after the declaration under Clause 65, the unfilled vacancies are taken to be casual vacancies and must be managed by the new Board in accordance with Clause 73.

Election by ballot

67. If the number of nominations exceeds the number of vacancies on the Board, ballots for those positions must be conducted.
68. The ballot must be conducted in a manner determined from time to time by resolution at a General Meeting.
69. The Members chosen by ballot must be declared by the Chairperson or the appointed Returning Officer to be duly elected as Members of the Board.

Vacating office

70. The office of a Board Member becomes vacant if:
- 70.1 the Member:
 - i. is disqualified from being a Board Member under Section 30 or 40 of the Act;

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- 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
 - iv. ceases to be a Member of The Association.

70.2 the Member, having received meeting notice, is absent from more than:

- (i). three (3) consecutive Board meetings; or
- (ii). three (3) Board meetings in the same financial year without tendering an apology to the Chairperson;

unless the Board specifically resolves to the contrary.

Removal of Board Member

- 71. The Association, through a Special General Meeting of Members, may remove any Board Member before the Member's term of office ends.
- 72. If a vacancy arises through removal under Clause 71, an election must be held to fill the vacancy.

Appointments to Board

- 73. The Board shall have authority to appoint a Member of The Association to fill any casual vacancy occurring on the Board or in any office on the Board, and any person so appointed shall hold office until the Annual General Meeting at which the position is due for election. For the avoidance of doubt, a Member who is appointed to a casual vacancy on the Board shall be entitled to serve on the Board for a term no longer than the vacating Board Member.
- 74. The Board shall have the authority to appoint a Member of The Association who by virtue of their special qualities or otherwise could assist in achieving the objects of The Association to the Board of The Association. In doing so, the Board may waive the maximum age requirement detailed at Clause 57.2. Any person so appointed shall be in addition to elected Members, and shall hold office for the term of such appointment but no later than the next Annual General Meeting after which they are eligible for re-appointment by the incoming Board.

Collective responsibility of Board

- 75. As soon as practicable after being elected to the Board, each Board Member must become familiar with the Act and this Constitution.
- 76. The Board is collectively responsible for ensuring The Association complies with the Act and this Constitution.

Chairperson and Vice-Chairperson

77. The President or in his or her absence, a Vice-President shall be the Chairperson at all meetings. In the absence of the President and the Vice-Presidents, the Members present shall elect one of their Members as Chairperson.

Public Officer

78. The Public Officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with the Act.
79. The Public Officer must keep a current copy of the Constitution of The Association.

Meetings of Board

Frequency and calling of meetings

80. The Board must meet for the conduct of business not less than four (4) times in each financial year.
81. Meetings may be conducted in person, by video or teleconference, or by email.
82. The Chairperson, any member of the Executive Board or at least half the Board Members may at any time convene a Special Meeting of the Board.

Voting and decision making

83. Each Board Member present at the meeting has a deliberative vote.
84. A question arising at a Board meeting must be decided by a majority of votes.
85. If there is no majority, the matter must be decided in the negative and reconsidered at the next scheduled meeting of Board. In the event of a second tied vote, the matter must be decided in the negative and reconsidered at the next scheduled meeting of Board. In the event of three (3) tied Board votes on the matter on three (3) occasions, the matter is to be referred to a General Meeting of Members for decision.

Quorum

86. The quorum necessary to transact Board business is three at least two of which shall be Office Bearers.

Disclosure of interest

87. 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.
88. Such disclosure must be recorded in the minutes of the meeting.
89. The Chairperson 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.

General Meetings

Annual General Meeting

90. The Annual General Meeting of Members shall be held within five (5) months after the end of The Association's financial year.
91. At the Annual General Meeting:
 - 91.1 the Annual Report, Audited Balance Sheet and Financial Statements for the year ended 30 June preceding shall be presented;
 - 91.2 the Board positions of Board Members retiring under clauses 62.1 or 62.2 shall be presented for election; and
 - 91.3 the Auditor shall be appointed.

General Meetings

92. The Board may convene a General Meeting whenever it thinks fit.

Special Meeting

93. A Special Meeting shall be called on a written request to the President or a Vice-President, signed by at least six persons eligible to vote.
94. Such meeting shall be held at a date appointed by the Board which shall be a date not later than thirty (30) days after receipt of such request.
95. Only the business for which that Special Meeting was called shall be discussed.

Notices of General Meetings

96. In order that an Annual General Meeting, General Meeting or Special Meeting may be properly convened, the President, a Vice-President or a person nominated by either, shall give at least fourteen (14) days notice thereof.

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97. The notice of meeting must specify when, where and how the meeting is to be held and the business to be transacted at the meeting.
 98. Notice of a meeting shall be deemed sufficient if:
 - 98.1 it is advertised in a newspaper circulating within the Northern Territory or
 - 98.2 it is sent by ordinary pre-paid post or email to a Member at the address of the Member appearing in the Register of Members.

Special Resolutions

99. A Special Resolution may be moved at any General Meeting of The Association.
100. The Secretary or person nominated by the Board must give all Members not less than twenty-one (21) days notice of the meeting at which a Special Resolution is to be proposed.
101. The notice must include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.

Quorum at General Meetings

102. At a General Meeting, ten Members eligible to vote constitutes a quorum. Proxy votes contribute to the formation of a meeting quorum.

Lack of quorum

103. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of Members, shall be dissolved.
104. In any other case it shall stand adjourned until the same day in the next week at the same time and place or to such other day and such other time as the Board may determine and if at the adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the Members present shall constitute a quorum.

Voting

105. Except as may otherwise be provided in this Constitution an issue put to a vote at an Annual General Meeting, General Meeting or Special Meeting shall be decided by a simple majority of those Members present, in person or by teleconference or videoconference or by proxy, and who are eligible to vote.
106. Each Member eligible to vote shall be entitled to a deliberative vote and where there is a tied vote the matter will be decided in the negative.
107. Except as may otherwise be provided in this Constitution, all Members over the age of eighteen years, and a parent or guardian of a financial Member who is under the age of 18 years, and a guardian of an incapacitated financial Member, shall be eligible to vote at all General and Special meetings.

Proxies

108. 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.

Financial Management

Financial year

109. The Association's financial year shall end each 30 June annually.

Funds and Accounts

110. In furtherance of the power of Association, The Association, through the Board, shall have power:
- 110.1 To open and operate such bank account or accounts in the name of The Association as the Board of Management shall think fit, to be operated on each occasion by any two persons designated by the Board as being persons who are authorised signatories of The Association for that purpose;
 - 110.2 To invest its funds in the name of The Association or of a Trustee or Trustees on behalf of The Association in or upon such shares, securities or investments as may be approved by the Board.
 - 110.3 To borrow money upon such terms and in such manner and upon such security (if any) as may be approved by the Board for any purpose which in the opinion of the Board will assist or enable The Association to carry out directly or indirectly the objects and purposes of The Association.
 - 110.4 The income and property of The Association whensoever derived shall be applied solely towards the promotion of the objects of The Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members or to relatives of Members of The Association PROVIDED THAT nothing herein shall prevent the payment in good faith to any officer or servant of The Association in return for any service actually rendered to The Association or reasonable and proper rent for premises let by any Member of The Association.

Accounts and Audits

111. The Auditor or Auditors of The Association shall be appointed at the Annual General Meeting.
112. The Board must ensure that the accounting records of The Association are kept in accordance with Section 41 of the Act.

113. The Association must give the Auditor:
- 113.1 notice of a general meeting in the same way that a Member is entitled to receive notice; and
 - 113.2 any other communication relating to the general meeting that a Member is entitled to receive.
114. The Auditor is entitled to attend and be heard at any general meeting of Members.

Common Seal

115. The Members of the Executive Board shall be the holders of the Common Seal.
116. The Common Seal of The Association shall only be affixed to any instrument by authority of a resolution of the Executive Board or Board and in the presence of two seal holders and those seal holders shall sign every instrument to which the seal of The Association is fixed in their presence.
117. A person nominated by the Board will record every use of that common seal and ensure that the common seal is kept in safe custody at all times.

Distribution of surplus assets on winding up

118. The Association shall apply, in terms of the Associations Act, for dissolution, on the vote of two-thirds majority of the Members present and eligible to vote for a resolution at a Special Meeting called to consider such action.
119. If on the winding up or dissolution of for 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.
120. The surplus assets must be given or transferred to another association incorporated under the Act that:
- 120.1 has similar objects or purposes;
 - 120.2 is not carried on for profit or gain to its individual Members; and
 - 120.3 is determined by resolution of the Members.

Gift Fund

121. To satisfy requirements of registration as a Deductible Gift Recipient (DGR) with the Australian Tax Office a Gift Fund shall be maintained to receive tax deductible donations.

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

_____ **END** _____

**By-Laws
to the
Constitution
of the
Diabetes Association of the Northern Territory Incorporated.**

SCHEDULE 1

Grievance and dispute procedures

(By-law 1 of 2005 adopted 29 October 2005)

1. This clause applies to disputes between:
 - 1.1. a Member and another Member; or
 - 1.2. a Member and the Board.
2. Within fourteen (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 ten (10) days after the meeting, hold another meeting in the presence of a mediator.
4. The mediator must be:
 - 4.1. a person chosen by agreement between the parties; or
 - 4.2. in the absence of agreement:
 - 4.2.1. for a dispute between a Member and another Member – a person appointed by the Board; or
 - 4.2.2. 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:
 - 8.1. give the parties to the mediation process every opportunity to be heard;
 - 8.2. allow due consideration by all parties of any written statement submitted by any party; and
 - 8.3. 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.

SCHEDULE 2

Suspension or expulsion of Members
(By-law 2 of 2005 adopted 29 October 2005)

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 be in writing and include:
 - 2.1. the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
 - 2.2. the particulars of the conduct; and
 - 2.3. be given to the Member not less than thirty (30) days before the date of the Board meeting referred to in paragraph 2.1.
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 paragraphs 6-9, the decision to suspend or expel a Member takes effect fourteen (14) days after the day on which notice of the decision is given to the Member.

Appeals against suspension or expulsion

6. A Member who is suspended or expelled under paragraphs 1-5 may appeal against that suspension or expulsion by giving notice to the Secretary within fourteen (14) days after receipt of the Board's decision.
7. 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.
8. 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.
9. 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.

SCHEDULE 3

Executive Board Terms of Reference

(By-law 1 of 2008 adopted 1 November 2008)

Basic Principles of Executive Governance

1. All Board Members should have the opportunity to put their views on matters that legitimately should come before the Board and concerning which all Board Members can be held accountable. Any decisions that the Executive might take without direct reference to the Board should be within parameters that are agreed by the Board.
2. The Executive is to supervise the day-to-day, routine business of the Association within approved budgetary and strategic parameters set by the Board.
3. The nature and extent of any delegated authority the Executive has to make decisions or take action should be agreed, clearly understood and documented by the Board.

Authority of the Executive

4. The Executive Board carries the authority to maintain the 'business' of the Association within Board determined limits as mentioned in principle 2. above.
5. In doing so the principle is that, if the Board delegates its authority, it remains responsible for the exercise of that delegated power as if the Board had exercised that power directly itself.
6. The Executive has the authority to represent the Association in meetings, discussions, negotiations, presentations and the like with outside parties including government, business and other NGOs between Board Meetings. However, it does not have the authority to commit the Association to any action that is not in accordance with existing policy of the Association.
7. The Executive is responsible for reviewing and reporting to the Board on any developments, which significantly impact on the organisation or its operations and for monitoring strategic directions.
8. The Executive, having a closer working relationship with senior management, may also be involved in
 - 8.1. CEO appointment, mentoring, and assessment within Board agreed parameters
 - 8.2. Projects, opportunities and outcomes arising out of the strategic plan that final Board decisions/policy directions are required. In doing so it is facilitating and enhancing Board decision processes.
9. In extraordinary circumstances in which the Executive considers that:
 - 9.1. the interests of the Association as a whole are at risk, or
 - 9.2. a decision or action is required urgently that may not be consistent with Strategic and Business plans,

the matter will be referred to either a teleconference of the Board or the next scheduled face to face meeting of the Board, whichever is the most appropriate.

Executive Instruction to CEO

10. In order to ensure clear lines of communication, the President will act as the sole point of direction to the CEO, unless otherwise decided by the Executive.