# Constitution of Craft Council of the Northern Territory Incorporated <br> Part 1 - Preliminary 

1. Name

The name of the incorporated association ("the Association") is the "Crafts Council of the Northern Territory Incorporated" trading as Tactile Arts.
2. Objects and purposes

The objects and purposes of the Association are as follows:
(a) to represent, develop and promote the crafts industry in the top end of the NorthernTerritory
(b) to support a vibrant and sustainable crafts community in the top end
(c) to facilitate the development of emerging and established crafts people
(d) to encourage the highest standards of craftsmanship
(e) to encourage and assist the education and skill development of craftspeople
3. Minimum number of members

The Association must have at least ten (10) members.

## 4. Definitions

In this Constitution, unless the contrary intention appears:
"Act" means the Associations Act and regulations made under that Act.
"Board" means the Board 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.
"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

(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, may:
(i) acquire, hold and dispose of real or personal property;
(ii) open and operate accounts with financial institutions;
(iii) invest its money in any security in which trust monies may lawfully be invested;
(iv) raise and borrow money on the terms and in the manner it considers appropriate;
(v) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
(vi) appoint agents to transact business on its behalf; and
(vii) 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

(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.

## Part 3 - Members

Division 1-Membership

## 9. Categories of Membership

(1) The Membership of the Association shall consist of:
a) Full Members who shall be practising craftspersons and/or persons interested in the objects of the Association. They shall in their own right agree to support the purposes of the Association, they will comply with the Code of Conduct, and they shall have the right to be present, debate and vote at General Meetings.
b) Group members shall be organisations or groups accepted by the Board for group membership. They shall in their own right agree to support the purposes of the Association and will comply with the Code of Conduct. They shall be represented by one Representative (nominated on application and renewal) who shall have the right to be present, debate and vote at General Meetings.
c) Family Members shall be all the persons belonging to a family which holds membership of the Association. They shall in their own right agree to support the purposes of the Association and will comply with the Code of Conduct. They shall be represented by one Representative who shall have the right to be present, debate and vote at General Meetings.
d) Honorary Life Members shall be persons upon whom the Board has conferred the rights and privileges of the Association in light of their contribution to the development and administration of craft in the Northern Territory. In accepting this award they agree to support the purposes of the Association, they will comply with the Code of Conduct, and they shall have the right to be present, debate and vote at General Meetings.
e) Concession Members shall be persons otherwise qualified to be general members but who are in receipt of a concession by reason of age, disability or any other cause, holders of a senior's card and superannuants, and full-time students with ID. They shall in their own right agree to support the purposes of the Association, they will comply with the Code of Conduct, and they shall have the right to be present, debate and vote at General Meetings.
f) Such new categories of membership, created in accordance with 2.

## (2) Creation of new categories

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable. No new category of membership may be granted voting rights unless approved at a general meeting.

## 10. Application for membership

To apply to become a member of the Association, a person must:
(a) submit an online application for membership to the Board through the Association's website:
(i) in a form approved by the Board; and
(ii) with a requirement to accept the terms of the Tactile Arts Code of Conduct.
11. Approval of Board
(a) The Board must consider any application made under clause 10 at the next available Board meeting and must accept or reject the application at that meeting or the next.
(b) The Board in rejecting a membership application is not required to detail reasons for rejection but all monies shall be returned.

## 12. Joining fee

(a) If an application for membership is approved by the Board, the applicant becomes a member on payment of the joining fee.
(b) The joining fee is the amount determined from time to time by the Board.

## 13. Annual membership fees

(a) The annual membership fee is the amount determined from time to time by the Board.
(b) 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.
(c) A member ceases to be entitled to any of the rights or privileges of membership if the annual membership fee remains unpaid for two months after it becomes payable pursuant to a resolution of the Board.

## Division 2 - Rights of members

## 14. General

(a) Subject to clause 14(b), a member may exercise the rights of membership when his or her name is entered in the register of members.
(b) A right of membership of the Association:
(i) is not capable of being transferred or transmitted to another person; and
(ii) terminates on the cessation of membership whether by death, resignation or otherwise.
15. Voting
(a) Subject to subclause (b) and clause 19, and with the exception of membership categories that have no voting rights each membership category has one vote at general meetings of the associations providing they are over the age of 18.
(b) A member is not eligible to vote until 60 days after his or her application has been accepted.

## 16. 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.
(a) A member may raise a grievance or complaint about a Board member, the Board or another member of the Association.
(b) The grievance or complaint must be dealt with by the procedures set out in Part 8

## 17. 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.

## 18. Raising grievances and complaints

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

Division 3-Termination, death, suspension and expulsion

## 19. Termination of membership

Membership in the Association may be terminated by:
(a) a written notice of resignation received by 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 clauses 12 and 13 ; or
(c) expulsion in accordance with this Division.
20. Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown or the person remains uncontactable after two attempts, the Board must cancel the member's membership.

## 21. Suspension or expulsion of members

(a) 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 or is in breach of the code of conduct, the Board must give notice of the proposed suspension or expulsion to the member.
(b) The notice must:
(c) 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
(d) be given to the member not less than 30 days before the date of the Board meeting referred to in paragraph (c)(i).
(e) At the meeting, the Board must afford the member a reasonable opportunity to be heard or to make representations in writing. All Board members in the hearing shall have no interest in any of the matters.
(f) 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.
(g) 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.
(h) The decision of the Board is final.

## Part 4 - Board

Division 1-General
22. Role and powers
(a) The business of the Association must be managed by or under the direction of a Board.
(b) The Board may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
(c) The Board may appoint and remove the manager.
(d) The Board may establish one or more sub committees consisting of the members of the Association or non-members with skills that the Board considers appropriate.

## 23. Composition of Board

(a) The Board consists of a person to fill each of the below positions:
(i) Chairperson
(ii) Vice-chairperson
(iii) Secretary
(iv) Treasurer
(b) Only one person may fill each of the above positions and a Board member may not fill more than one position.
(c) Unless elected directly as a separate office holder, the Board must appoint one Board member to be the Association's public officer.
(d) The Board shall have the ability to co-opt additional members for specific tasks.
(e) The minimum number of Board members is four and the maximum number of Board members is seven (7).
24. Delegation
(a) The Board may delegate to a sub committee or staff any of its powers and functions other than -
(i) this power of delegation; or
(ii) a duty imposed on the Board by the Act or any other law.
(b) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
(c) The Board may, in writing, revoke wholly or in part the delegation.

## Division 2- Tenure of office

## 25. Eligibility of Board members

(a) A Board member must be a member who is 18 years or over.
(b) Board members must be elected to the Board at an annual general meeting or appointed under clause 32.

## 26. Nominations for election to the Board

(a) 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 fourteen (14) days before the date of the next annual general meeting.
(b) The nomination must be signed by:
(i) the nominator and a seconder; and
(ii) the nominee to signify his or her willingness to stand for election.
(c) A person who is eligible for election or re-election under this clause may:
(i) propose or second himself or herself for election or re-election; and
(ii) vote for himself or herself.

## 27. Retirement of Board members

(a) A Board member holds office for two (2) years with half the Board to retire each year at the next annual general meeting unless the member vacates the office under clause 30 or is removed under clause 31 .
(b) Subject to subclause (c), at an annual general meeting the office of each Board member becomes vacant and elections for a new Board must be held.
(c) The Chairperson of the outgoing Board must preside at the annual general meeting until a new member is elected as Chairperson.
(d) Members may not serve more than three (3) consecutive two-year terms on the Board.
(e) A member who is unable to nominate under 27 (d) is eligible to nominate after an absence from the Board of one year.

## 28. Election by default

(a) 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 Chairperson must declare the persons to be duly elected as members of the Board at the annual generalmeeting.
(b) If vacancies remain on the Board after the declaration under subclause (a\}, additional nominations of Board members may be accepted from the floor of the annual general meeting.
(c) If the nominations 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

(a) If the number of nominations exceeds the number of vacancies on the Board, ballots for those positions must be conducted.
(b) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
(c) The members chosen by ballot must be declared by the Chairperson 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 theAct;
(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;
(iv) ceases to be a resident of the Territory; or
(v) ceases to be a member of the Association;
(b) the member 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,
of which meetings the member received notice and the Board has resolved to declare the office vacant; or
31. Removal of Board member
(a) The Association, through a special general meeting of members, may remove any Board member before the member's term of office ends.
(b) If a vacancy arises through removal under subclause (a), it shall be filled in accordance with a casual vacancy.
32. Filling casual vacancy on Board
(a) 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.
(b) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

## Division 3 - Duties of Board members

## 33. Collective responsibility of Board

(a) 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.
(b) The Board is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

## 34. Chairperson and Vice-chairperson

(a) Subject to subclauses (b) and (c), the Chairperson must preside at all general meetings and Board meetings.
(b) If the Chairperson is absent from a meeting, the Vice-chairperson must preside at the meeting.
(c) If the Chairperson and the Vice-chairperson are both absent, the presiding member for that meeting must be:
(i) a member elected by the other members present if it is a general meeting; or
(ii) a Board member elected by the other Board members present if it is a Board meeting
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 to be in the custody of the Treasurer; and
(e) perform any other duties imposed by this Constitution on the Secretary.

## 36. Treasurer

The Treasurer must:
(a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
(b) pay all moneys received into the account of the Association within 5 working days after receipt;
(c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
(d) ensure payments are signed by him or her and at least one other Board member or General Manager, or by any 2 other Board members authorised by the Board.
(e) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
(f) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.
(g) If directed to do so by the Chairperson, the Treasurer must submit to the Board a report, balance sheet or financial statement in accordance with that direction.
(h) 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.
(i) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

## 37. Public officer

(a) 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.
(b) 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
(a) The Board must meet together for the conduct of business not less than four (4) times in each financial year.
(b) The Chairperson, or at least half the Board members, may at any time convene a special meeting of the Board.
39. Voting and decision making
(a) Each Board member present at the meeting has a deliberative vote
(b) A question arising at a Board meeting must be decided by a majority of votes.
(c) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.
40. Quorum

For a Board meeting, one-half of the Board members plus one constitutes a quorum.
41. Procedure and order of business
(a) The procedure to be followed at a Board meeting must be determined from timeto time by the Board.
(b) The order of business may be determined by the members present at the meeting.
(c) Only the business for which the meeting is convened may be considered at a special meeting.
42. Disclosure of interest
(a) 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.
(b) The Secretary must record the disclosure in the minutes of the meeting.
(c) 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.

## Part 6-General Meetings

## 43. Convening general meetings

(a) The Association must hold its first annual general meeting within 18 months after its incorporation.
(b) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
(c) The Board:
(i) may at any time convene a special general meeting;
(ii) must, within 21 days after it receives a request under clause 44(a), convene a special general meeting for the purpose specified in that request.

## 44. Special general meetings

(a) A minimum of 10 members is required for a formal written request to the Board to convene a special general meeting.
(b) The request must:
(i) state the purpose of the special general meeting; and
(ii) be signed by the members making the request.
(c) If the Board fails to convene a special general meeting within the time prescribed-the members who made the request may convene a special general meeting as if they were the Board
(d) If a special general meeting is convened under subclause (c), the Association must meet any reasonable expenses of convening and holding the special general meeting.
(e) The Secretary must give to all members not less than 30 days notice of a special general meeting.
(f) 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
(a) The Secretary must give to all members not less than 30 days notice of an annual general meeting.
(b) The notice must specify:
(i) when and where the meeting is to be held; and
(ii) the particulars of and the order in which business is to be transacted.
(c) The order of business for each annual general meeting is as follows:
(i) first - the consideration of the accounts and reports of the Board;
(ii) second - the election of new Board members;
(iii) third - any other business requiring consideration by the Association at the meeting.

## 46. Special resolutions

(a) A special resolution may be moved at an annual general meeting and at a special general meeting of the Association.
(b) The Secretary must give all members not less than 30 days notice of the meeting at which a special resolution is to be proposed.
(c) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

## 47. Notice of meetings

(a) The Secretary must give a notice under this Part by -
(i) serving it on a member personally; or
(ii) sending it by post or electronically to a member at the address of the member appearing in the register of members.
(iii) If a notice is sent by post or electronically under subclause (ii), 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
(a) At a general meeting seven (7) members in attendance constitutes a quorum.

## 49. Lack of quorum

(a) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present -
(i) for an annual general meeting or special general meeting convened under clause 44(a) - the meeting stands adjourned to the same time on the same day in the following week and to the same place;
(ii) for a meeting convened under clause 43(c)(3)

- the meeting lapses.
(b) If within 30 minutes after the time appointed by subclause (a)(i) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by absentee ballot may proceed with the business of that general meeting as if a quorum were present.
(c) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
(d) 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.
(e) 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
(a) Subject to clauses 15(b) and 19, each member present in attendance at a general meeting is entitled to a vote. Members not present are entitled to a vote on any resolution. by absentee ballot lodged with the Secretary of the Board prior to the general meeting
(b) At a general meeting:
(i) an ordinary resolution put to the vote is decided by a majority of votes made in person and by absentee ballot; and
(ii) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by absentee ballot vote in favour of the resolution.
(c) A poll may be demanded by the Chairperson or by 3 or more members present in person.
(d) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

## Part 7 - Financial Management

## 51. Financial year

The financial year of the Association is the period of 12 months ending on 31 December.

## 52. Funds and accounts

(a) 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.
(b) Subject to any restrictions imposed by the Association at a general meeting, the Board may approve expenditure on behalf of the Association within the limits ofthe budget.
(c) All cheques, electronic banking, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer and at least one other Board member or General Manager,or by any 2 other Board members authorised by the Board.
(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.
(e) 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.

## 53. Accounts and audits

The responsibility of the Board under clause 33(b) 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; and
(c) the auditing of the Association's accounts.

## Part 8 - Grievance and disputes

## 54. Grievance and disputes procedures

(a) This clause applies to disputes between:
(i) a member and another member; or
(ii) a member and the Board.
(b) 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.
(c) 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.
(d) The mediator must be:
(i) a person chosen by agreement between the parties; or
(e) 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.
(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.

## Part 9 - Miscellaneous

55. 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 that:
(c) has similar objects or purposes;
(d) is not carried on for profit or gain to its individual members; and
(e) is determined by resolution of the members.
