



## Constitution

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### PART 1 – SNT

#### 1. Name

- a. The name of the association shall be “Squash Northern Territory Incorporated” herein after called “SNT”.

#### 2. Objects and purposes

The purpose and objectives of SNT shall be to:

- a. At all times act in the interests of the Members and Associates, to conduct and administer all forms of the sport of Squash in and throughout the Northern Territory of Australia;
- b. Affiliate and otherwise liaise with Squash Australia (SA) and any other such organisation in the pursuit of these objects and the sport of Squash; and
- c. Ensure compliance with the rules and regulations, as amended from time to time, of SA.

#### 3. Minimum number of Members

- a. SNT must have at least five (5) Members.

#### 4. Definitions

In this constitution, unless the contrary intention appears:

“**Act**” means the “Associations Act” (of 20 April 2005) and regulations made under that Act.

“**Associate**” means any association, entity, body or club affiliated with SNT (incorporated or unincorporated).

“**Board**” means the Board of management constituted under these rules.

“**Delegate**” means the voting representative of the Member or Associate.

“**Director**” means a Member of the Board and includes any person acting in that capacity from time to time.

**“Executive Officer”** means the person charged with the day to day operation and administration of SNT.

**“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 the Annual General Meeting (AGM) or any Special General Meeting (SGM) of SNT.

**“Life Member”** means an individual upon whom Life Membership of SNT has been conferred under clause 10 and the SNT Life Membership policy.

**“Member”** means a Full Member or Associate Member as defined under clause 10 of this constitution and has voting privileges in accordance with this constitution.

**“Register of Members”** means the register of SNT's Members established and maintained under section 34 of the “Act”.

**“Seal”** means the common seal of SNT and includes any official seal of SNT.

**“Squash”** means the game played under the World Squash Federation rules of Squash as adopted and amended from time to time and incorporating any local rules made by SNT or its affiliates.

**“Sub committee”** or **“Standing committee”** means a group of persons appointed by the Board to carry out the specific functions of SNT or a specific task on an as needs basis.

**“Tribunal”** means a judiciary panel delegated to hear and adjudicate on matters of suspension and appeal.

## 5. Interpretations

In these Rules:

- a. A reference to a function includes a reference to a power, authority and duty;
- b. A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power of authority or the performance of the duty;
- c. Words importing the singular include the plural and vice versa;
- d. Words importing any gender include the other genders;
- e. References to persons include corporations and bodies politic;
- f. References to a person include the legal personal representatives, successors and permitted assigns of that person;

- g. A reference to a statute, ordinance, policy, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- h. A reference to writing shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

## **PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION**

### **6. Powers of association**

- a. For achieving its objects and purposes, SNT has the powers conferred by sections 11 and 13 of the “Act”.
- b. Subject to the “Act”, SNT 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.

### **7. Effect of constitution and Membership**

- a. This constitution binds every Member and SNT to the same extent as if every Member and SNT had signed and sealed this constitution and agreed to be bound by it.
- b. All Members shall by application of Membership agree to abide by the policies of SNT and shall, at all times, further the goals, values and interests of SNT.

### **8. Inconsistency between this constitution and “Act”**

- a. If there is any inconsistency between this constitution and the “Act”, the “Act” prevails.

### **9. The constitution**

- a. SNT 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**

All Members are subject to this constitution and must meet the obligation within and may exercise such rights as specified in this constitution.

#### **10. Category of Members**

The Members of SNT shall consist of:

- a. Full Members – Available to the squash body responsible for conducting squash activities in their respective region. Each Full Member will be represented by a delegate who holds voting rights on behalf of the Full Member.
- b. Associate Membership – Available to a body who conducts squash activities but is not the representative body for squash in a particular geographic region. Each Associate Member will be represented by a delegate who holds voting rights on behalf of the Associate Member.
- c. Life Members may be nominated for Life Membership at the AGM and shall be voted on by the Members. Conditions, obligations and privileges of Life Membership shall be as prescribed in SNT Life Membership policy and procedure. Life Members are not entitled to voting rights at General Meetings.
- d. Creation of new categories of Members. 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 (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights unless passed by a special resolution of the voting affiliates.

#### **11. Application for Membership**

- a. To apply to become a Full Member or Associate Member of SNT a club, body, association or entity must submit a written application for membership to the Board;
  - i. In a form approved by the Board;
  - ii. Signed by the Chairperson and Secretary (or another acceptable office holder) of the applicant; and
  - iii. Lodge the application with the Executive Officer or Secretary at least twenty-one (21) days prior to the meeting at which the application is considered.

12. **Approval of the Member**

- a. The Board must consider all applications for Membership (excepting Life Membership) made under clause 11(a) at the next available Board meeting and must accept or reject the application at that meeting or the next. If an application is rejected, the applicant may appeal against the decision by giving notice to the Executive Officer or Secretary within 14 days after being advised of the rejection.
- b. If an applicant gives notice of an appeal against the rejection of an application, the Board must reconsider the application in accordance with Clause 53.

13. **Annual Membership fees**

- a. Annual Membership fees for Full Member and Associate Members shall be determined from time to time by resolution of the Board.
- b. Each Member must pay the annual Membership fee by the date determined by the Board.
- c. A Member whose Membership fee is not paid within three (3) months after the due date ceases to be a Member unless the Board determines otherwise.

**Division 2 – Rights and obligations of Members**

14. **General**

- a. Each Full Member and Associate Member shall maintain a register of their current Members in a manner as prescribed by the Board and as required under the “Act”.
- b. Each Full Member and Associate Member shall, no less than ten (10) days prior to SNTs’ Annual General Meeting (AGM), provide the following;
  - i. Notice in writing of the full names and addresses of their executive including the full details of their delegate (if applicable); and
  - ii. A copy of the annual report and audited financial statements of the body or association for the preceding year.
- c. Should a Full Member and Associate Member have administrative, operational or financial difficulties, in its absolute discretion the Board may act to assist that Member in whatever manner and on such conditions, as it considers appropriate, including but not limited to the appointment of an administrator.
- d. Compliance of Full and associate Members – in addition to clause 14 (a), (b), and (c), the voting affiliates acknowledge and agree that each of them shall;

- i. Recognise SNT as the peak body for the sport of Squash in the Northern Territory;
- ii. Generally, have regard to the objects of SNT and SA, and in particular the object to create a single uniform entity for the conduct and administration of the sport of Squash, in any matters of the voting affiliate pertaining to the sport of Squash;
- iii. Abide by and enforce all SNT policies and those of SA.

**15. Voting**

- a. All resolutions and elections shall be decided by a majority vote by Members.
- b. Annual General Meetings and Special General Meetings.
  - i. Full Members – Financial Full Members are entitled to four (4) deliberative votes.
  - ii. Associate Members – Financial Associate Members are entitled to two (2) deliberative votes.
  - iii. A special resolution put to the vote is passed if 2/3rds of the Members vote in favour of the resolution.

**16. Proxies**

- a. A delegate may, with a minimum of 24 hours notice prior to the commencement of the meeting, nominate in writing or via electronic transmission, to the Executive Officer or Secretary, a representative (nominee) to attend the meeting on their behalf and exercise their voting rights on the representative council should their delegate not be able to attend.

**17. Notice of meetings and special meetings**

- a. The Executive Officer or Secretary must give all Members notice of all General Meetings in the manner and time prescribed by this constitution.

**18. Access to information**

- a. The following association information must be available for inspection by Members;
  - i. A copy of this Constitution;
  - ii. Minutes of General Meetings; and
  - iii. Annual reports and annual financial reports.

**Division 3 – Termination, death, suspension and expulsion**

**19. Termination of Membership**

Membership of SNT may be terminated;

- a. By giving at least one (1) months written notice of resignation signed by the Chairperson and Secretary of the Full Member or Associate Member concerned, addressed and posted to SNT or given personally to the Executive Officer or Secretary;
- b. If non-payment of the annual Membership fee within the time allowed under clause 13(c); or
- c. If expelled by the Board; or
- d. On the death of a Life Member.

20. **Discipline of Members**

Where the Board is advised or considers that a Member has allegedly;

- a. Breached, failed, refused or neglected to comply with a provision of this constitution, policy or any resolution or determination of the Board or any duly authorised tribunal or committee; or
- b. Acted in a manner unbecoming of a Member or prejudicial to the objects and interests of SNT and the sport of Squash; or
- c. Brought SNT or the sport of squash into disrepute;
- d. The Board may commence or cause to be commenced disciplinary proceedings against that Member. Then that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of SNT as set out in the policies.

21. **Suspension or expulsion of Members (non-judiciary matters)**

- a. If the Board considers that a Member should be suspended or expelled because their conduct is detrimental to the interests of SNT, the Board must give notice of the proposed suspension or expulsion to the Member.
- b. The notice must be in writing and include;
  - i. The time, date and place of the meeting at which the question of that suspension or expulsion will be decided; and
  - ii. The particulars of the conduct; and
  - iii. Be given to the Member not less than 7 days before the date of the meeting referred to in paragraph (b)(i).
- c. At the meeting, the Member must be afforded a reasonable opportunity to be heard or to make representations in writing.

- d. The Board may suspend or expel or decline to suspend or expel the Member from SNT and must give written notice of the decision to the Member and the reason for it to the Member.
- e. Subject to clause 22, the decision to suspend or expel a Member takes effect immediately upon notification of the decision to the Member.

**22. Appeals against suspension or expulsion**

- a. A Member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Executive Officer or Secretary within 48 hours after receipt of the decision.
- b. The appeal must be considered by an independently formed tribunal delegated with the task of hearing the appeal and rendering a decision on the matter.
- c. The appealing Member must be afforded a reasonable opportunity to be heard by the tribunal or to make representations in writing prior to the scheduled tribunal time and date for circulation prior to the hearing.
- d. The tribunal shall consist of three (3) to five (5) individuals, however if the appealing Member is an affiliated body the tribunal members must not be a Member of that affiliated body, or party to the appeal.
- e. An affiliated body appealing a suspension shall be represented by no more than two (2) executive committee or Board Members of that body.
- f. The tribunal members by a majority vote must, either confirm or set aside the decision of the Board to suspend or expel the Member.
- g. The Member is not suspended or does not cease to be a Member until the decision of the Board to suspend or expel is confirmed by the tribunal.
- h. The Board may at its discretion place restrictions or limit the role or duties of a Member who has an appeal pending.

**PART 4 – THE BOARD**

**Division 1- General**

**23. Role and powers**

- a. **The Board**
  - i. The business and fiscal operations of SNT will be managed under the direction of the Board.
  - ii. The Board may exercise all the powers of SNT except those matters that the “Act” or this constitution requires SNT to determine through a General Meeting.



- iii. The Board shall have the responsibility of developing, carrying out, and /or overseeing the implementation of SNT policy and procedures and other business as defined in this constitution.
- iv. The Board may appoint and remove staff.
- v. The Board may establish one or more sub or standing committees. Nominations for these subcommittees will be called for at the discretion of the Board. All appointments will be made by the Board.

24. **Composition of the Board and Representative Council**

- a. The Board consists of;
  - i. ELECTED Board Members - Five (5) Members elected at the Annual General Meeting or at a Special General Meeting or appointed under clause 32;
  - ii. Up to two additional APPOINTED Board Members.
  - iii. The Board positions may include;
    - (1) Chairperson;
    - (2) Vice Chairperson;
    - (3) Secretary;
    - (4) Two (2) other elected Board Members; and
    - (5) Appointed Board Members
- b. The Board may determine the interests of SNT are best served by the allocation of portfolios to directors. The Board shall be entitled to vary the titles and portfolios of each of the directors in accordance with the needs of the SNT from time to time.
- c. All proposed appointments to the Board shall be made at the elected Board Members discretion if and as they deem appropriate to fill the operational needs of SNT.

25. **Delegation**

- a. The Board may delegate to a sub or standing committee, tribunal 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 at any time, in writing, revoke wholly or in part the delegation.

## Division 2 – Tenure of office

### 26. Eligibility of Board Members

- a. A Board Member must be a natural person who is 18 years or over.
- b. A Board Member must not be an employee of SNT
- c. **All elected or appointed Board Members must;**
  - i. Complete a police criminal history check.
  - ii. Sign the director's code of conduct.
  - iii. Disclose any conflict of interests at the time of election or during their term, as required under this constitution and the policies of SNT.
  - iv. Fulfill the selection criteria as per the relevant SNT policy.

### 27. Nominations for election or appointment to the Board

- a. In addition to clause 26, a person is not eligible for nomination to the Board unless the Executive Officer or Secretary receives a written nomination for election on the prescribed form for that person not less than 14 days before the date of the next Annual General Meeting.
- b. If no nominations are received for one or more vacancies on the Board, then the Executive Officer or Secretary shall again call for nominations. These nominations are to be received no less than 10 days before the AGM.
- c. Copies of nominations for the Board's elected positions shall be made available to all Members in a matter deemed fit by the Board no less than 10 days before the AGM.
- d. A person who is eligible for election or re-election must be proposed and seconded.
- e. The person may;
  - i. Be proposed and seconded by a Full Member or Associate Member.
  - ii. The nominee is to confirm his or her willingness to stand for election.
  - iii. Propose or second himself or herself for election or re-election; and
- f. Prospective appointees to the Board, who are also subject to the requirements under clause 26, shall submit a nomination in writing to the Executive Officer or Secretary on the prescribed form.

- g. Nominations for appointment may be accepted at anytime at the discretion of the SNT Board.

28. **Election by ballot- elected Board Members**

- a. For all eligible nominations for vacancies on the Board, ballots for those positions must be conducted.
- b. The ballot will be conducted in a manner determined by the Board.
- c. The persons chosen by ballot must be declared by the chairperson to be duly elected to the Board.
- d. If eligible nominations do not fill the number of vacant positions clause 32 will be applied to fill the vacancies.

29. **Retirement of Board Members**

- a. Elected Board Members and Board appointees will hold tenure of office for two (2) years.
- b. Board Members may be elected or appointed to serve consecutive terms, but must retire after three consecutive terms for at least 12 months.
- c. Elected Board Members shall remain in office until the Annual General Meeting (AGM) unless the Board Member vacates the office under clause 31(a) or is removed under clause 31 (b) or 32. Any Board Member appointed under clause 33 or elected under clause 32 shall only complete the tenure of the Board Member they have been appointed or elected to replace.
- d. Appointees shall remain in office until the second (2nd) anniversary of their appointment unless the appointee vacates the office under clause 30(a) or is removed under clause 30(b) or 31.
- e. All Board positions shall not be vacated at the same time. The Board may at its discretion shorten or alter the tenure of these positions to ensure only 50% of Board positions fall vacant in any given year.
- f. At an Annual General Meeting (AGM) the position of each retiring Board Member becomes vacant and elections to fill the vacant elected Board positions must be held even if a Board Member has nominated for re-election.
- g. Should the Chairperson be due for election then a Returning Officer will be appointed prior to the voting occurring, until the Board select a new Chairperson at their first meeting.

30. **Vacating office**

The position of a Board Member becomes vacant if;

- a. the Board 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;
  - iv. Ceases to be a resident of the Northern Territory unless otherwise resolved by the Board at their discretion; or
- b. If the Board Member is absent from more than;
    - i. Three consecutive Board meetings; or
    - ii. Three Board meetings in the same financial year without tendering an apology with acceptable reasons to the chairperson.

**31. Removal of Board Member**

- a. SNT, through a Special General Meeting, may remove any Board Member before the Member's term of office ends.

**32. Filling casual vacancy on Board**

- a. If a vacancy remains on the Board or if the position of a Board Member becomes vacant under clauses 30 or 31, the Board may appoint any person to fill that vacancy until the next AGM.

**33. Remaining Directors may act**

- a. In the event of a casual vacancy or vacancies on the Board, the remaining directors may act, however if the number of remaining directors is not sufficient to constitute a quorum at a Board meeting, they may act only for the purpose of increasing the number of directors to a number sufficient to constitute such a quorum.

**Division 3 – Duties of Board Members**

**34. Collective responsibility of the Board**

- a. As soon as practicable after being elected to the Board, each Board Member must become familiar with the SNT Constitution, the “Act” and regulations made under the “Act”.
- b. The Board is collectively responsible for ensuring SNT complies with the “Act” and regulations made under the “Act”.

**35. Duties and Duty Statements**

- a. All Board positions’ duties are subject to the requirements under the “Act” and the position duty statements of SNT which may be amended from time to time by the Board to meet the needs of SNT.

36. **Public officer**

- a. The position of SNT's public officer shall be held by the Secretary or a Member of the Board or a person nominated by the Board.
- b. 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".
- c. The public officer must keep a current copy of the constitution of SNT.

**PART 5 – MEETINGS OF THE BOARD**

37. **Frequency and calling of meetings**

- a. Board Meetings
  - i. The Board must meet together to conduct the business of SNT not less than four (4) times in each financial year;
  - ii. The chairperson, or three (3) Board Members, may at any time convene an additional meeting of the Board.

38. **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 chairing at the meeting has a casting vote in addition to a deliberative vote.
- d. A resolution in writing assented to by facsimile or other visible or electronic communication by all Board Members entitled to vote shall be as valid and effectual as if it had been passed at a meeting of Board Members entitled to vote duly convened and held.
- e. No meeting shall be invalidated merely because a Board Member entitled to vote is not physically present at the place for the meeting specified in the notice of meetings as long as all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of the telephone or other forms of communication.

39. **Quorum**

Quorum at Board meetings will be 50% of the total number of the current Board Members plus one (1) other Board Member who is eligible to vote.

40. **Procedure and order of business**

- a. The procedure to be followed at a Board meeting will be determined from time to time by the Board.

- b. The order of business may be determined by the Board Members present at the meeting.

41. **Disclosure of interest**

- a. A Board Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with SNT must disclose the nature and extent of the interest to the Board in accordance with section 31 of the “Act” and the SNT conflict of interest policy.
- b. Such disclosure of interests must be noted in the minutes of the meeting and the conflicted Board Member shall abstain from voting on the matter and, at the discretion of the remaining Board Members, may be requested to leave the meeting while the matter is deliberated and/or voted on.
- c. The chairperson must ensure a Board Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with the SNT conflict of interest policy and with section 32 of the “Act”.

**PART 6 – GENERAL MEETINGS**

42. **Meetings**

- a. A meeting is valid if all participants are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other forms of communication.
  - i. Annual General Meeting
    - (1) An Annual General Meeting (AGM) of SNT shall be held in accordance with the provisions of the” Act “and these rules on a date and at a venue to be determined by the Board.
    - (2) SNT will hold its Annual General Meetings (AGM) by the 31st of November.
  - ii. General Meetings
    - (1) All General Meetings, other than the Annual General Meeting, shall be Special General Meetings and shall be held in accordance with these rules.
  - iii. Special General Meetings
    - (1) The Board may convene a Special General Meeting of SNT.
    - (2) All notices of motion from Members for inclusion at a Special General Meeting must be submitted in writing (in the required form) to the Executive Officer or Secretary not less than 21 days (excluding receiving date and meeting date) prior to the meeting.

- (3) All notices of motion from the Board for inclusion at a Special General Meeting must be submitted in writing (in the required form) to the Executive Officer or Secretary not less than 21 days (excluding receiving date and meeting date) prior to the meeting.
  - iv. Resolutions not in meeting shall be allowed except;
    - (1) where prohibited by the “Act”,
    - (2) in the case of an Annual General Meeting (AGM); or
    - (3) where a special resolution is required under this constitution or under the “Act”.
- b. A resolution in writing signed and/or assented to visible or electronic communication by all Members entitled to vote shall be as valid and effectual as if it had been passed at a meeting of Members entitled to vote duly convened and held. Any resolution may consist of several documents in like form each signed by 1 or more of the Members entitled to vote.

#### 43. **Convening General Meetings**

- a. Annual General Meeting (AGM)
  - i. All Members must be given not less than 21 days notice of an Annual General Meeting (AGM).
  - ii. The notice must specify:
    - (1) When and where the meeting is to be held; and
    - (2) The particulars of and the order in which business is to be transacted.
- b. The order of business for each Annual General Meeting (AGM) is as follows;
  - i. First – the consideration of reports of the Board and the accounts;
  - ii. Second – appoint an auditor for the current financial year;
  - iii. Third– the election of new Board Members;
  - iv. Fourth – any other business (as notified prior to the meeting) requiring consideration by SNT at the meeting.
- c. **Special General Meetings (SGM)**
  - i. The notice must specify;
    - (1) When and where the meeting is to be held; and

- (2) The particulars of and the order in which business is to be transacted;
- (3) Only matters detailed in the particulars may be considered at a SGM.

**44. Requisition of Special General Meetings**

- a. The Board shall on the requisition in writing of two (2) or more Members convene a Special General Meeting.
- b. The requisition for a Special General Meeting shall state the object(s) of the meeting shall be signed by the Members making the requisition and be sent to SNT. The requisition may consist of several documents in a like form, each signed by two (2) or more of the Members making the requisition.
- c. If the Board does not cause a Special General Meeting to be held within 1 month after the date on which the requisition is sent to SNT, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date. A Special General Meeting convened by Members under these rules shall be convened in the same manner, or as nearly as possible as that, in which Special General Meetings are convened by the Board.

**45. Special resolutions**

- a. A special resolution may be moved at any General Meeting of SNT.
- b. The Executive Officer must give all Members not less than 21 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.

**46. Notice of meetings**

- a. The Executive Officer or Secretary must give a notice by –
  - i. Serving it on a Member personally; or
  - ii. Sending it by electronic mail, fax or regular mail to a Member at the address of the Member appearing in the register of Members; or
  - iii. By advertising or notice in a public forum, web page or newspaper.
- b. If a notice is sent by post under sub clause (a)(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.

**47. Quorum General Meetings**



- a. At General Meetings, 2/3rds of the Member delegates eligible to vote shall constitute a quorum.

**48. 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 43, the meeting lapses a new meeting shall be called;
  - ii. For a meeting convened under clause 45, the meeting lapses and a new meeting must be requisitioned.
- b. The chairperson may, with the consent of a Special General Meeting at which a quorum is present, and must, if directed by the Members at the meeting, adjourn that meeting from time to time and from place to place.
- c. There must not be transacted at an adjourned Special General Meeting any business other than business left unfinished or on the agenda at the time when the Special General Meeting was adjourned.

**PART 7 – FINANCIAL MANAGEMENT.**

**49. Financial year**

- a. The financial year of SNT is a period of 12 months ending on the 30th of June.

**50. Funds and accounts**

- a. SNT must open an account(s) with a financial institution from which all expenditure of SNT is made and into which all of SNT's revenue is deposited.
- b. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Executive Officer and a Board Member or two (2) Board Members.
- c. Electronic transfer of funds is acceptable as long all payments require two (2) people to approve/facilitate payment.
- d. All funds of SNT must be deposited into the financial account of SNT no later than five (5) working days after receipt or as soon as practicable after that day.
- e. All funds (including petty cash and cash floats) and accounts shall be operated in accordance with the approved financial policies and procedures.

**51. Accounts and audits**

- a. It is the responsibility of the Board under clause 34 for ensuring compliance with the “Act” includes meeting the requirements of Part 5 of the “Act” and regulations made for that part relating to;
  - i. The keeping of accounting records;
  - ii. The preparation and presentation of SNT's annual statement of accounts;
  - iii. The auditing of SNT's accounts.

## **PART 8 – GRIEVANCE AND DISPUTES**

### **52. Raising grievances and complaints.**

- a. A Member may raise a grievance or complaint about a Board Member, a delegate or another Member of SNT.
- b. Except where such a complaint should be dealt with under other SNT policies as developed from time to time, or at law. The grievance or complaint must be dealt with by the procedures set out in clause 53 of this constitution.

### **53. Grievance and disputes procedures**

- a. This procedure is for grievances and disputes not adjudicated under SNT judiciary policy and applies to disputes between;
  - i. A Member and another Member; or
  - ii. A Member and the Board or Board Member.
- b. Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter and 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 14 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
  - ii. In the absence of agreement:
    - (1) For a dispute between a Member and another Member – an external mediator appointed by the Board; or
    - (2) For a dispute between a Member and a delegate or between a Member and the Board or Board Member – a person who is a mediator appointed or employed by the department administering the “Act”.

- e. A Board Member of SNT can be a mediator, but cannot be party to the dispute. A delegate can be a mediator, but not where they or the Member they represent are a party to the dispute.
- f. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- g. 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.
- h. The mediator must not determine the dispute.
- i. 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**

### **54. Common seal**

- a. The common seal of SNT must not be used without the express authority of the Board and every use must be recorded by the Executive Officer or Secretary.
- b. The affixing of the common seal of SNT must be witnessed by any two (2) of the following:
  - i. The Chairperson;
  - ii. The Executive Officer;
  - iii. The Vice Chairperson;
  - iv. The Secretary.
- c. The common seal of SNT must be kept in the custody of the Executive Officer or another person the Board from time to time decides.

### **55. Distribution of surplus assets on winding up**

- a. If on the winding up or dissolution of SNT, 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.
- b. The surplus assets must be given or transferred to another association incorporated under the “Act” that;

- i. Has similar objects or purposes;
- ii. Is not carried on for profit or gain to its Members; and
- iii. Is determined by resolution of the Members.