

THIS IS THE ANNEXURE MARKED 'A' REFERRED TO IN THE STATUTORY DECLARATION OF  
**Melanie Brenton**  
(name of public officer)

MADE ON THE 19th DAY OF December, 2013

BEFORE ME



(signature of witness on statutory declaration)

## CONSTITUTION OF NORTHERN TERRITORY RETAIL INDUSTRY TRAINING COUNCIL INCORPORATED

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## PART 1 – PRELIMINARY

### 1. **Name**

The name of the incorporated association is the Northern Territory Retail Industry Training Council Incorporated.

### 2. **Objectives**

The objectives of the Association are:

- 2.1 To be the recognised advisory body on vocational education and training in the retail, information technology, property services, business services, personal services, financial services, training and assessment and wholesale industries and the community in the Northern Territory.
- 2.2 To provide advice and guidance on training developments and policy in the retail, information technology, property services, business services, personal services, financial services, training and assessment and wholesale industries in the Northern Territory to the Commonwealth and Northern Territory Governments.
- 2.3 To act as a focal point for training advisory activity, coordinating and ensuring an appropriate national consistency of advice.
- 2.4 To participate and lead project activity that supports the retail, information technology, property services, business services, personal services, financial services, training and assessment and wholesale industries which may generate income for the association.
- 2.5 To provide advice on vocational education and training to industry and other stakeholders.
- 2.6 To undertake marketing and promotion of the national training system and vocational education and training.
- 2.7 To liaise and work with Registered Training Organisations to support industry and community needs in vocational education and training.
- 2.8 To assist in research to identify current and future training and workforce development needs.

### 3. **Minimum number of members**

The Association must have a minimum of 5 members to remain incorporated.

### 4. **Definitions**

In this Constitution, unless the contrary intention appears –

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

"Committee" means the Management Committee 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 44;

"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 41 and passed in accordance with section 37 of the Act.;

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

### **5. Powers of Association**

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

### **6. Effect of Constitution**

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

### **7. Inconsistency between Constitution and Act**

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

### **8. Altering the Constitution**

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

## **PART 3 – MEMBERS**

### ***Division 1 – Membership***

#### **9. Membership**

- (1) Membership of the association is open to all employer, employee and professional/industry organisations from the following industries;
  - (a) **Retail** (including specialty stores, department stores, supermarkets)
  - (b) **Wholesale**
  - (c) **Property Services** (including Real Estate, Security, Commercial Cleaning, Fire Protection, Baggage Screening, Spatial Distribution)
  - (d) **Financial Services** (including Banks, Credit Unions, Mercantile Agents, Insurance Services, Trust Accounts, Superannuation, Loss Adjusters, Bookkeeping, Financial Advisors)
  - (e) **Business Services** (including General and Specialised Administration, Human Resource Management, Project Management, Frontline Management, Marketing, Public Relations, Event Management, Unions, Franchising, Governance, Occupational Health and Safety, Training and Assessment)
  - (f) **Information Technology** (Website Development, Multimedia Resource Development, e-commerce, Networks, Software Development, Systems Analysis and Design)
- (2) Membership can be:
  - (a) Individual, or
  - (b) Corporate (including other incorporated associations, organisations, franchises or enterprises), or
  - (c) Associate.
- (3) Any individuals or organisations that have a demonstrated interest in any industry identified in section 9(1) may be an Associate Member of the Association, but may not sit on the board.
- (4) To apply to become a member of the Association a person must submit a written application through the Association listing their industry connection and type of membership they are applying for.

## ***Division 2 – Rights of members***

### **10. General**

- (1) Subject to clause 14(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Association –
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates on the cessation of membership whether by death, resignation or otherwise.

### **11. Voting**

- (1) Subject to sub clause (2) and clause 18, each member has one vote at general meetings of the Association.
- (2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

### **12. 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.

### **13. Access to information on Association**

The following must be available for inspection by members:

- (1) a copy of this Constitution;
- (2) minutes of general meetings; and
- (3) annual reports and annual financial reports.

### **14. Raising grievances and complaints**

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

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

### **15. Termination of membership**

Membership of the Association may be terminated by a notice of resignation addressed and posted to the Association or given personally to the Secretary or another committee member.

### **16. Death of member or whereabouts unknown**

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

## PART 4 – MANAGEMENT COMMITTEE

### *Division 1 – General*

#### **17. Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Management Committee.
- (2) The Management Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (3) The Management Committee will appoint the Executive Officer.
- (4) The Management Committee may appoint and remove staff.
- (5) The Management Committee may establish one or more subcommittees consisting of the members of the Association the Management Committee considers appropriate.

#### **18. Composition of Committee**

- (1) The Management Committee shall comprise no more than 12 of the following members;
  - (a) One representative from the **Information Technology** industry (sectors include but are not limited to Website Development, Multimedia Resource Development, e-commerce, Networks, Software Development, Systems Analysis and Design);
  - (b) One representative from the **Financial Services** industry (sectors include but are not limited to Banks, Credit Unions, Mercantile Agents, Insurance Services, Trust Accounts, Superannuation, Loss Adjusters, Bookkeeping, Financial Advisors);
  - (c) One representative from the **Retail** industry (sectors include but are not limited to specialty stores, department stores, supermarkets, hairdressing and beauty salons, pharmacies, florists, funeral directors);
  - (d) One representative from the **Property Services** industry (sectors include but are not limited to Real Estate, Security, Commercial Cleaning, Fire Protection, Baggage Screening, Spatial Distribution);
  - (e) Two representatives from the **Business Services** industry (sectors include but are not limited to General and Specialised Administration, Human Resource Management, Project Management, Frontline Management, Marketing, Public Relations, Event Management, Unions, Franchising, Governance, Occupational Health and Safety, Training and Assessment);
  - (f) Two regional representatives. The two positions should come from different industry sector groupings;
  - (g) An employees' representative;
  - (h) A representative from the Northern Territory Chamber of Commerce;
  - (i) The Executive Officer.



- (2) The Management Committee has the following positions
  - (a) a Chairperson;
  - (b) a Vice-Chairperson;
  - (c) no more than 8 ordinary members.
- (3) The Management Committee must appoint one Management Committee Member, usually the Executive Officer, to be the Association's Public Officer, Treasurer and Secretary.

**19. Delegation**

- (1) The Management Committee may delegate to a subcommittee or staff any of its powers and functions other than –
  - (a) this power of delegation; or
  - (b) a duty imposed on the Management Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Management Committee considers appropriate.
- (3) The Management Committee may, in writing, revoke wholly or in part the delegation.

**Division 2 – Tenure of office**

**20. Eligibility of committee members**

- (1) A Committee Member must be a member who is 18 years or over.
- (2) A Committee Member must also meet the criteria provided in the Schedule.
- (3) Committee members must be elected to the Management Committee at an Annual General Meeting or appointed under clause 27.

**21. Nominations for election to committee**

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

## **22. Retirement of committee members**

- (1) A Committee Member holds office until the next annual general meeting unless the member vacates the office under clause 25 or is removed under clause 26.
- (2) Subject to sub clause (3), at an annual general meeting the office of each committee member becomes vacant and elections for a new Committee must be held.
- (3) The Chairperson of the outgoing Management Committee must preside at the annual general meeting until a new member is elected as Chairperson.
- (4) Members may serve consecutive terms on the Management Committee.

## **23. Election by default**

- (1) If the number of persons nominated for election to the Management Committee under clause 21 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as members of the Management Committee at the annual general meeting.
- (2) If vacancies remain on the Management Committee after the declaration under sub clause (1), additional nominations of committee members may be accepted from the floor of the annual general meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to be duly elected as members of the Committee.
- (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Management Committee in accordance with clause 27.

## **24. Election by ballot**

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

## **25. Vacating office**

The office of a committee member becomes vacant if –

- (a) the member –
  - (i) is disqualified from being a committee member under section 30 or 40 of the Act;
  - (ii) resigns by giving written notice to the Committee;
  - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
  - (iv) *[deleted 3 December 2013]; Or*

- (v) ceases to be a member of the Association;
- (b) the member is absent from more than –
  - (i) 3 consecutive committee meetings; or
  - (ii) 3 committee meetings in the same financial year without tendering an apology to the Chairperson;

of which meetings the member received notice and the Committee has resolved to declare the office vacant.

#### **26. Removal of committee member**

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

#### **27. Filling casual vacancy on Committee**

- (1) If a vacancy remains on the Committee after the application of clause 23 or if the office of a committee member becomes vacant under clause 25, the Committee may appoint any member of the Association to fill that vacancy.
- (2) However, if the office of public officer becomes vacant, the Committee must appoint a person under section 27(6) of the Act to fill the vacancy.

#### **Division 3 – Duties of committee members**

#### **28. Collective responsibility of Committee**

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

#### **29. Chairperson and Vice-Chairperson**

- (1) Subject to sub clauses (2) and (3), the Chairperson must preside at all general meetings and committee meetings.
- (2) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.
- (3) If both the Chairperson and the Vice-Chairperson are absent from a meeting, a committee member elected by the other members present shall preside at the meeting.

### **30. Secretary**

- (1) Unless otherwise determined by the Committee, the Executive Officer will be the Secretary of the association and they must –
  - (a) coordinate the correspondence of the Association;
  - (b) ensure minutes of all proceedings of general meetings and of committee 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 25(5) to be in the custody of the Treasurer; and
  - (e) perform any other duties imposed by this Constitution on the Secretary.

### **31. Treasurer**

- (1) Unless otherwise determined by the Committee, the Executive Officer will be Treasurer for the Association and responsible for the preparation of all receipts, invoices and reports as listed below -
  - (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 Committee or by a general meeting of the Association from the Association's funds; and
  - (d) ensure cheques are signed by him or her and at least one other committee member, or by any 2 other committee members authorised by the Committee.
- (2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- (3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.
- (4) The Treasurer will submit written financial reports to the Committee at each meeting or on request of the chairperson.
- (5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.
- (6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

**32. Public officer**

- (1) Unless otherwise determined by the Committee, the Executive Officer will be the public officer for the Association and must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (2) The public officer must keep a current copy of the Constitution of the Association.

**PART 5 – MEETINGS OF MANAGEMENT COMMITTEE**

**33. Frequency and calling of meetings**

- (1) The Committee must meet together for the conduct of business not less than 4 times in each financial year unless otherwise provided in the Schedule.
- (2) In addition to committee meetings, there will be a minimum of one forum in Darwin, Alice Springs and Katherine.
- (3) The Chairperson, or at least half the Committee Members, may at any time convene a special meeting of the Committee.
- (4) Meetings may be conducted face to face or in a variety of electronic formats.

**34. Voting and decision making**

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

**35. Quorum**

For a Committee meeting, one-half of the committee members constitutes a quorum.

**36. Procedure and order of business**

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

### **37. Disclosure of interest**

- (1) A committee 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 Committee in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The Chairperson must ensure a committee 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**

### **38. Convening general meetings**

- (1) The Association must hold its first annual general meeting within 18 months after its incorporation.
- (2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year. *[Amended 18 December 2013 to comply with legislation]*
- (3) The Committee –
  - (a) may at any time convene a special general meeting; and
  - (b) must, within 30 days after it receives a request under clause 39(1), convene a special general meeting for the purpose specified in that request.

### **39. Special general meetings**

- (1) Special General Meetings of the Council may be called at the discretion of the Chairperson (or when absent, the Vice-Chairperson) or shall be called upon by the written request of no less than four committee members.
- (2) The Secretary must give to all members not less than 21 days notice of a special general meeting.
- (3) 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.

### **40. Annual general meeting**

- (1) The Secretary must give to all members not less than 30 days notice of an annual general meeting unless otherwise provided in the Schedule.
- (2) The notice must specify –
  - (a) when and where the meeting is to be held; and
  - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:

- (a) first – the consideration of the accounts and reports of the Committee;
- (b) second – the election of new committee members;
- (c) third – any other business requiring consideration by the Association at the meeting.

#### **41. Special resolutions**

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

#### **42. Notice of meetings**

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

#### **43. Quorum at general meetings**

For a general meeting, 10 members constitute a quorum.

#### **44. Lack of quorum**

- (1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –
  - (a) for an annual general meeting or special general meeting convened under clause 38 (3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
  - (b) for a meeting convened under clause 38 (3)(b) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by sub clause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
- (3) 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.
- (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

- (5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

#### **45. Voting**

- (1) Subject to clauses 11(2), each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting –
  - (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
  - (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
- (3) A poll may be demanded by the Chairperson or by 3 or more members present in person or by proxy.
- (4) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

#### **46. Proxies**

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

## **PART 7 – FINANCIAL MANAGEMENT**

#### **47. Financial year**

The financial year of the Association is from July 01 to June 30.

#### **48. Funds and accounts**

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) The Management Committee will appoint four nominated signatories to the Association's accounts. Nominated signatories can include but are not limited to, the Chairperson, Vice-Chairperson, Executive Officer and other committee members.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the Committee may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 nominated signatories
- (4) Credit card purchases up to \$5000 can be made by the Executive Officer, with monthly credit card statements signed by 2 nominated signatories. Individual items greater than \$5000 must be approved by the Management Committee prior.



- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- (6) With the approval of the Committee, the operational team 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.

**49. Accounts and audits**

The responsibility of the Committee under clause 28(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to –

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts; and
- (c) the auditing of the Association's accounts.

**PART 8 – GRIEVANCE AND DISPUTES**

**50. Grievance and disputes procedures**

- (1) This clause applies to disputes between –
  - (a) a member and another member; or
  - (b) a member and the Committee.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be –
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement –
    - (i) for a dispute between a member and another member – a person appointed by the Committee; or
    - (ii) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.

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

## **PART 9 – MISCELLANEOUS**

### **51. Common seal**

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

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

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another association incorporated under the Act that –
  - (a) has similar objects or purposes;
  - (b) is not carried on for profit or gain to its individual members; and
  - (c) is determined by resolution of the members.