

*THIS IS THE ANNEXURE MARKED "A" REFERRED TO IN THE STATUTORY DECLARATION OF
KERRY ROBERT BERRY
(NAME OF PUBLIC OFFICER)*

MADE ON THE 4TH DAY OF MARCH 2019

*BEFORE ME _____
(SIGNATURE OF WITNESS ON STATUTORY DECLARATION)*

MOTORSPORTS N.T. INCORPORATED

CONSTITUTION

2019

SCHEDULE

MODEL CONSTITUTION

Regulation 2(1)

PART 1 – PRELIMINARY

1. Name

The name of the incorporated association ("the Association") is MOTORSPORTS N.T. Incorporated.

2. Objects and purposes

The objects and purposes of the Association are as follows:

- a) To ensure that motor sport in the Northern Territory is carried out in a manner which secures and enhances the safety of participants, officials, spectators and the public and which allows the sport to be competitive and fair, and
- b) To promote motor sport within the relevant national rules in relation to the varying types of motor sport conducted throughout the Northern Territory;
- c) To coordinate and promote the interests of Affiliated Clubs and actively encourage involvement in the business of the Association, and
- d) Ensure the application of Good Governance principles are enshrined as part of the Association and Affiliated clubs' culture and values.

3. Minimum number of members

The Association must have at least five members.

4. Definitions

In this Constitution, unless the contrary intention appears –

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

"Association means MOTORSPORTS N.T. Incorporated;

"board" means the Management Board of the Association;

"directors" refers to each position of the management board, including but not limited to President/Chair, Vice President/Deputy Chair, Director Secretariat and Director Finance;

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"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;

"non-voting member" means other types of membership that can be granted by the board that do not have voting rights, hence all classes of membership other than Affiliated Clubs;

"other rights" means the right to be given notice of a General Meeting or entitled to raise debate or be heard at a General Meeting.

"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;

"voting member" means the Clubs who are affiliated with the Association. Only these members are referred to as "members" and have voting and other rights. These members may have 2 delegates with only 1 vote per Affiliated Club. Members can have 1 or 2 delegates attend meetings of the Association;

"voting rights" means the right of a member to vote at general meetings or meetings called by a special resolution.

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;

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- (d) raise and borrow money on the terms and in the manner it considers appropriate;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.

6. Effect of Constitution

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

7. Inconsistency between Constitution and Act

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

8. Altering the Constitution

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

PART 3 – MEMBERS

Division 1 – Membership

9. Application for membership

To apply to become a member of the Association a club must -

- (a) submit a written application for membership to the Board –
 - (i) in a form approved by the Board; and
 - (ii) signed by the person and both of the members referred to in paragraph (b); and
- (b) be proposed by the Executive members of a recognised motor sports entity.

10. Approval of Board

- (1) The Board must consider any application made under clause 9 at the next available board meeting and must accept or reject the application at that meeting or the next.
- (2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Director Secretariat within 14 days after being advised of the rejection.
- (3) If an applicant gives notice of an appeal against the rejection of his or her application, the Board must reconsider the application at the next board meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.

11. Joining fee

- (1) If an application for membership is approved by the Board, the applicant becomes a member on payment of the joining fee.
- (2) The joining fee is either –
 - (a) a pro rata annual fee based on the remaining part of the financial year; or
 - (b) the amount determined from time to time by the Board.

12. Annual membership fees

- (1) The annual membership fee is the amount determined from time to time by resolution by the Board.
- (2) Each member club must pay the annual membership fee to the Director Finance by the first day of each financial year or another date determined by the Board from time to time.
- (3) A member club whose subscription is not paid within 3 months after the due date ceases to be a member unless the Board determines otherwise.

Division 2 – Rights of members

13. General

- (1) Subject to clause 14(2), a member club may exercise the rights of membership in accordance with their relevant class of membership when the club 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 affiliate; and
 - (b) terminates on the cessation of membership by resignation or otherwise.

14. Voting

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

15. Notice of meetings and special resolutions

The Director Secretariat must give all member clubs, except for Honorary and Temporary members, notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

16. Access to information on Association

The following must be available for inspection by member clubs:

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

17. Raising grievances and complaints

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

18. Associate members and Life Membership

Associate members

An associate member is a non-voting member who has membership by virtue of their financial membership with any club that is affiliated with the Association. They must not vote but have “other rights” as per the definition at clause 4 or as determined by the Board or by resolution at a general meeting.

Life membership

Life Member/s shall be nominated by an Office bearer of an affiliated Club or the Board and may be appointed at any Annual General Meeting, Life Membership nominations must be completed in accordance with the MOTORSPORTS N.T. Policy as amended from time to time. Life Members are non-voting members.

Division 3 – Termination, death, suspension and expulsion

19. Termination of membership

Membership of the Association may be terminated by –

- (a) a notice of resignation addressed and posted to the Association or given personally to the Director Secretariat or another board member;
- (b) non-payment of the annual membership fee within the time allowed under clause 12(3); or
- (c) expulsion in accordance with this Division.

20. Suspension or expulsion of members

- (1) If the Board considers that a member club should be suspended or expelled because the club conduct is detrimental to the interests of the Association, the Board must give notice of the proposed suspension or expulsion to the member club in accordance with the relevant MOTORSPORTS N.T. Policy.

21. Appeals against suspension or expulsion

- (1) A member club who is suspended or expelled under clause 20 may appeal against that suspension or expulsion by giving notice to the

Director Secretariat within 14 days after receipt of the Board's decision in accordance with the Association relevant Policy

PART 4 – MANAGEMENT BOARD

Division 1 – General

22. Role and powers

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

23. Composition of Board

- (1) The Management Board consists of the following Directors –
 - (a) President/Chair;
 - (b) Vice President/Deputy Chair;
 - (c) Director Secretariat;
 - (d) Director Finance; and
 - (e) any other office holder determined by the board.
- (2) Unless elected directly as a separate office holder, the Board must appoint one board member to be the Association's public officer.

24. Delegation

- (1) The Board 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 Board by the Act or any other law.

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- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of office

25. Eligibility of board members

- (1) A board member must be a member who is 18 years or over.
- (2) Board members must be elected to the Board at an annual general meeting or appointed under clause 32.
- (3) A board member must at a minimum have significant demonstrated experience as a motor sports administrator of an affiliated club or skills sets as determined by the board from time to time and reflected in position descriptions and relevant policy

26. Nominations for election to board

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

27. Retirement of board members

Board members hold office for two years, however are elected on the following basis, unless the member vacates the office under clause 30 or is removed under clause 31.

- (1) Subject to subclause (3), at an annual general meeting the office of both the President/Chair and Director Secretariat positions become

vacant in odd years and elections for these Board positions must be held.

- (2) Subject to subclause (3), at an annual general meeting the office of both the Vice President/Deputy Chair and Director Finance positions become vacant in even years and elections for these Board positions must be held.
- (3) The President/Chair of the outgoing Board must preside at the annual general meeting until a new member is elected as President/Chair. An independent returning officer should conduct the election of board members.

Reason: This provides an independent person to ensure elections are carried out in accordance with the Constitution.

- (4) Members may serve consecutive terms on the Board.

28. Election by default

- (1) If the number of persons nominated for election to the Board under clause 26 does not exceed the number of vacancies to be filled, the President/Chair must declare the persons to be duly elected as members of the Board at the annual general meeting.
- (2) If vacancies remain on the Board after the declaration under subclause (1), additional nominations may be sought by the Board from a suitable person or persons in writing and nominated for election at the next general meeting.

29. Election by ballot

- (1) If the number of nominations exceeds the number of vacancies on the Board, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by the Associations relevant Policy.
- (3) The members chosen by ballot must be declared by the President/Chair to be duly elected as members of the Board.

30. Vacating office

The office of a board member becomes vacant if –

- (a) the member –
 - (i) is disqualified from being a board member under section 30 or 40 of the Act;

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- (ii) resigns by giving written notice to the Board;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (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) 3 consecutive board meetings; or
 - (ii) 3 board meetings in the same financial year without tendering an apology to the President/Chair;
- of which meetings the member received notice and the Board has resolved to declare the office vacant; or

31. Removal of board member

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

32. Filling casual vacancy on Board

- (1) If a vacancy remains on the Board after the application of clause 29 or if the office of a board member becomes vacant under clause 30 or 31, the Board may appoint any member of the Association or a person with appropriate skills as determined by the Board to fill that vacancy.
- (2) 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

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

- (3) The Board is collectively responsible for ensuring that position descriptions for each position on the Board of Management are documented and understood including the Executive Officer and that these documents are filed and maintained.

34. President/Chair and Vice President/Deputy Chair

- (1) Subject to subclauses (2) and (3), the President/Chair must preside at all general meetings and board meetings.
- (2) If the President/Chair is absent from a meeting, the Vice President/Deputy Chair must preside at the meeting.
- (3) If the President/Chair and Vice President/Deputy Chair are both absent, the presiding member for that meeting must be –
 - (a) a member elected by the other members present if it is a general meeting; or
 - (b) a board member elected by the other board members present if it is a board meeting.

35. Director Secretariat

The Director Secretariat 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) have responsibility for all books, documents, records and registers of the Association, other than those required by clause 36(5) to be in the custody of the Director Finance; and
- (e) perform any other duties imposed by this Constitution or the Associations Policies on the Director Secretariat.

36. Director Finance

- (1) The Director Finance must –
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;

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- (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 from the Association's funds; and
 - (d) ensure cheques are signed by him or her and at least one other board member, or by any 2 other board members authorised by the Board.
- (2) The Director Finance must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
 - (3) The Director Finance must coordinate the preparation of the Association's annual statement of accounts.
 - (4) If directed to do so by the President/Chair, the Director Finance must submit to the Board a report, balance sheet or financial statement in accordance with that direction.
 - (5) The Director Finance has responsibility for 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 Director Finance must perform any other duties imposed by this Constitution on the Director Finance.

37. Public officer

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

PART 5 – MEETINGS OF MANAGEMENT BOARD

38. Frequency and calling of meetings

- (1) The Board must meet together in person or by communications media, for the conduct of business not less than 4 times in each financial year.
- (2) The President/Chair, or at least half the board members, may at any time convene a special meeting of the Board.

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

39. Voting and decision making

- (1) Each board member present at the meeting has a deliberative vote.
- (2) A question arising at a board meeting must be decided by a majority of votes.

40. Quorum

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

41. Procedure and order of business

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

42. Disclosure of interest

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

PART 6 – GENERAL MEETINGS

43. Convening general meetings

- (1) The Association must hold its first annual general meeting within 18 months after its incorporation.
- (2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.

- (3) The Board –
 - (a) may at any time convene a special general meeting;
 - (b) must, within 30 days after the Director Secretariat receives a notice under clause 21(1), convene a special general meeting to deal with the appeal to which the notice relates; and
 - (c) must, within 30 days after it receives a request under clause 45(1), convene a special general meeting for the purpose specified in that request.

44. Special general meetings

- (1) Half the number of member clubs constituting a quorum for a general meeting may make a written request to the Board for a special general meeting.
- (2) The request must –
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by the member clubs executive making the request.
- (3) If the Board fails to convene a special general meeting within the time allowed –
 - (a) for clause 43(3)(b) – the appeal against the decision of the Board is upheld; and
 - (b) for clause 43(3)(c) – the member clubs who made the request may convene a special general meeting as if they were the Board.
- (4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Director Secretariat must give to all member clubs not less than 21 days notice of a special general meeting.
- (6) The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

45. Annual general meeting

- (1) The Director Secretariat must give to all member clubs not less than 30 days notice of an annual general meeting.

- (2) The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
 - (a) first – the consideration of the accounts and reports of the Board;
 - (b) second – the election of new board members;
 - (c) third – any other business requiring consideration by the Association at the meeting.

46. Special resolutions

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Director Secretariat must give all member clubs 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.

47. Notice of meetings

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

48. Quorum at general meetings

At a general meeting, half of the member clubs must be present or on communications media so as to constitute quorum.

49. Lack of quorum

- (1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –

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- (a) for an annual general meeting or special general meeting convened under clause 43(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
 - (b) for a meeting convened under clause 43(3)(b) – the member clubs who are present in person or by communications media may proceed with hearing the appeal for which the meeting is convened; or
 - (c) for a meeting convened under clause 43(3)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the member clubs who are present in person or by communications media may proceed with the business of that general meeting as if a quorum were present.
 - (3) The President/Chair may, with the consent of a general meeting at which a quorum is present, and must, if directed by the member clubs 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 Director Secretariat must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

50. Voting

- (1) Subject to clauses 4, 14(2) and 18, each voting member club present in person or by communications media 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 communications media; and
 - (b) a special resolution put to the vote is passed if three-quarters of the member clubs who are present in person or by communications media vote in favour of the resolution.
- (3) A poll may be demanded by the President/Chair 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 President/Chair directs.

PART 7 – FINANCIAL MANAGEMENT

52. Financial year

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

53. Funds and accounts

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the Board may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 board members.
- (4) 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.
- (5) With the approval of the Board, the Director Finance 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.

54. Accounts and audits

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

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

PART 8 – GRIEVANCE AND DISPUTES

55. Grievance and disputes procedures

- (1) This clause applies to disputes between –

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- (a) a member club and another member club; or
- (b) a member and the Board.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be –
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) for a dispute between a member club and another member club – a person appointed by the Board; or
 - (ii) for a dispute between a member club and the Board – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 9 – MISCELLANEOUS

56. Common seal

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

57. Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there 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.

MOTORSPORTS N.T. Incorporated Regulations, in force under the *Associations Act*, comprise the Regulations 2004, No. 28, the details of which are specified in the following table:

Year and number	Date made	Date notified in the <i>Gazette</i>	Date of commencement
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2004, No. 28

5 Aug 2004

11 Aug 2004

11 Aug 2004
