

CONSTITUTION OF THE NORTHERN TERRITORY FIELD NATURALISTS' CLUB INC.



1. NAME

The name of the Club shall be "The Northern Territory Field Naturalists' Club Inc.", hereinafter called the "Club".

2. IMPLEMENTATION

2.1 This Constitution shall replace the Club Constitution which was implemented on 31 August 2009.

2.2 This revised Constitution shall be deemed to be implemented on 30 September 2012.

3. OBJECTIVES

The objectives of the Club shall be:

- (a) To promote the study of and interest in natural history and ecology.
- (b) To provide opportunities for the discussion and dissemination of information about natural history and ecology among its members by meetings, publications, field work and other appropriate means.
- (c) To support the conservation of our native fauna and flora and the protection and conservation of its natural habitat.
- (d) To encourage the publication of scientific and informed popular literature about natural history, ecology and biological conservation.
- (e) To work with scientific institutions wherever possible to further these objectives.
- (f) To raise monies to further the above objectives.

4. MEMBERSHIP

4.1 Membership shall be open to persons who are interested in the objectives of the Club.

4.2 The categories of membership shall be: (a) single; (b) family; (c) institutional and (d) honorary life.

4.2A The Executive Committee may decide to confer honorary life membership on a Club member considered to have made an outstanding contribution to furthering the objectives of the Club.

4.3 A member whose annual subscription is more than 60 days overdue shall cease to be a member.

4.4 Subject to the provisions of Section 14, members who, in the opinion of the Executive Committee, have acted in a manner injurious to the Club or its good name may only be suspended or expelled from membership by a vote of members on a Special Resolution.

4.5 The Club must have at least five members.

5. MEETINGS OF THE CLUB

5.1 *Introduction*

(a) The classes of meeting of the Club shall be (i) General Meeting; (ii) Annual General Meeting; and (iii) Special General Meeting.

(b) Subject to the other provisions of this Constitution, two or more classes of meeting may be called for the same date, time and venue.

(c) The quorum for all classes of meeting listed in Section 5.1 (a) shall be seven members, of whom at least two must be members of the Executive Committee. If a quorum is not present within 30 minutes of the time specified in the notice of meeting, the meeting shall be deferred to a time not less than seven days after the specified date of the original meeting. The time and place for the reconvened meeting shall be determined by the President or the President's delegate.

(d) Subject only to the provisions of this Constitution, the conduct of meetings shall be at the discretion of the chairperson of the meeting, who shall be the President or the President's delegate.

5.2 *General Meetings*

(a) There shall be a regular General Meeting every month unless otherwise notified.

(b) The purpose of a General Meeting shall be to further any of the Club's objectives.

5.3 *Annual General Meetings*

(a) There shall be an Annual General Meeting held each year within 120 days after June 30th.

(b) The purposes of the Annual General Meeting shall be to consider the President's report and the audited financial statement provided by the Treasurer, to elect an Executive Committee and to consider other matters as appropriate.

(c) Notice of the Annual General Meeting and the business to be transacted at it shall be given to each member at least 21 days before the meeting is held.

5.4 *Special General Meetings*

(a) The Executive Committee may at any time convene a Special General Meeting.

(b) The purpose of a Special General Meeting shall be to consider matters potentially having a major impact on the Club including, but not limited to, Club governance or financial dealings.

(c) The Executive Committee shall convene a Special General Meeting within six weeks of receipt of a written request to do so signed by at least seven members. The request must state the purpose of the Special General Meeting.

(d) Notice of a Special General Meeting and matters to be considered at it shall be given to each member at least 21 days before the meeting is held.

(e) No business shall be considered at a Special General Meeting unless notice of that business was given in the Notice of the Special General Meeting.

6. SPECIAL RESOLUTIONS

6.1 A Special Resolution may be moved at any class of meeting of the Club, provided that notice has been given in accordance with Sections 6.3 and 6.4.

6.2 Resolutions arising under Sections 4.4, 12. and 13. of this Constitution must be proposed as Special Resolutions.

6.3 Notice of a Special Resolution shall be given to each member at least 21 days before the date of the meeting at which the Special Resolution is to be considered.

6.4 The notice must include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.

7. NOTICE OF MEETINGS AND OF SPECIAL RESOLUTIONS

7.1 The Secretary, or another person as may from time to time be designated by the Executive Committee, shall give notice under this Section by:

(a) sending it by ordinary pre-paid post to each member at the address appearing in the register of members; or

(b) sending it by electronic means to each member at the email address appearing in the register of members.

7.2 Accidental failure to give due notice to a member of any meeting or Special Resolution shall not invalidate the meeting or business transacted at it.

8. VOTING

8.1 Where a vote is taken on any matter, each member present at a meeting, or those from whom the Secretary has received a written opinion on the resolution, shall be entitled to one vote.

8.2 For the purposes of Section 8.1, a Family Membership shall be deemed to comprise not more than two members, each of whom must qualify to vote independently of the other under the provisions of that section.

8.3 An ordinary resolution put to the vote shall be decided by a majority of votes. The vote of the chairperson shall be included in the total of votes, and where a tied vote occurs, the chairperson shall be entitled to a second, deliberative vote.

8.4 A Special Resolution put to the vote shall be passed if three-quarters (75%) of the votes cast are in favour of the resolution.

9. EXECUTIVE COMMITTEE

9.1 *Management of the Club*

(a) The management of the Club shall be vested in the Executive Committee.

(b) Management of the Club shall include:

(i) the calling and conduct of Club meetings;

(ii) the Club's finances, subject to the provisions of Section 10;

(iii) rulings on matters affecting the safety of members engaged in Club activities;

(iv) public statements on behalf of or in the name of the Club;

(v) ensuring the Club complies with the *Associations Act* and Regulations made under that Act (hereinafter referred to as the 'Act');

(vi) assisting the Treasurer and Public Officer with preparation of reports for presentation to members at the Annual General Meeting;

(vii) any other matters consistent with the objectives of the Club.

9.2 Meetings

(a) Meetings of the Executive Committee shall be called by a previous meeting of the Executive Committee, or by the President, or by agreement of at least three Executive Committee members.

(b) All Executive Committee members shall be given reasonable notice that a meeting of the Executive Committee is to take place.

(c) At any meeting of the Executive Committee, a quorum shall consist of a minimum of four Executive Committee members, of which at least one shall be an Office Bearer. If a quorum is not present within 30 minutes of the time specified in the notice of meeting, urgent business may still be conducted, but shall be subject to ratification by the next meeting of the Executive Committee or by means of other communication between members of the Executive Committee.

(d) Where a vote is taken on any matter, each member present at a meeting, or those from whom the Secretary has received a written opinion on the resolution, shall be entitled to one vote.

(e) A matter shall be deemed to have been decided if it is supported by a simple majority of votes. The vote of the chairperson shall be included in the total of votes, and where a tied vote occurs, the chairperson shall be entitled to a second, deliberative vote.

(f) The Executive Committee may elect to conduct business using telephone, e-mail or other form of communication between its members.

(g) A minimum of four meetings of the Executive Committee shall be held in each financial year.

9.3 Composition

(a) The Executive Committee shall consist of not less than 4 and not more than 10 persons, each of whom must be a member of the Club and elected or appointed to the Executive Committee under the provisions of Section 9.4.

(b) The Executive Committee shall comprise Office Bearers and General Members.

(c) The Office Bearers shall be: President, Secretary and Treasurer.

(d) The Executive Committee must appoint one of its members to be the Association's Public Officer. If the office of Public Officer should fall vacant at any time, the Executive Committee must, within 14 days after the vacancy arises, appoint a person to be Public Officer.

(e) The Public Officer will ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with the Act.

9.4 Elections

(a) All persons on the Executive Committee shall vacate their positions at the Annual General Meeting, but shall be eligible for re-election.

(b) Nominations for President, Secretary, Treasurer or General Members shall:

- (i) be in writing;
- (ii) be delivered to the Secretary prior to commencement of the Annual General Meeting;
- (iii) shall specify the position that the person is being nominated for;
- (iv) shall name and be signed by both the nominator and seconder; and
- (v) shall carry the consent of the person nominated.

(c) A nomination shall only be accepted if the nominator, seconder and the person nominated are members of the Club.

(d) At any Annual General Meeting, the election of Office Bearers shall be completed, so far as is possible, before commencing the election of General Members.

(e) Should there be no written nomination for a given Office Bearer's position that is compliant with Sections 9.4(b) and 9.4(c), verbal nominations for that position shall be accepted during the course of the Annual General Meeting.

(f) Should the number of written nominations for General Members of the Executive Committee that are compliant with Sections 9.4(b) and 9.4(c) be equal to or less than permitted under Section 9.3(a), those persons nominated shall be declared elected.

(g) Should the number of persons elected to be General Members of the Executive Committee under Section 9.4(f) be less than permitted under Section 9.3(a), then verbal nominations for the remaining positions shall be accepted during the course of the Annual General Meeting.

(h) Should there be more nominations for any position than are allowed to be elected, then the members shall vote to elect a person or persons to fill the position by show of hands or by secret ballot as determined by the chairperson.

(i) In the event that a vacancy amongst either Office Bearers or General Members of the Executive Committee should arise at any time other than at an Annual General Meeting, the Executive Committee may appoint any willing Club member to fill the vacancy.

10. FINANCE

10.1 The income and property of the Club, however derived, shall be applied solely towards the promotion of the objectives of the Club.

10.2 The Treasurer shall keep a true account and record of all monies received, expended or disbursed by the Club.

10.3 All monies paid to the Club must be deposited in the relevant Club account within 28 days of receipt.

10.4 Withdrawal of any monies from the Club accounts shall be by cheque signed by two persons on the Executive Committee who have been authorised to do so by the Executive Committee.

10.5 The Treasurer shall prepare an Annual Financial Statement for the year ending June 30th and present it to the following Annual General Meeting.

10.6 The Executive Committee may appoint a person to audit the Annual Financial Statement, but shall comply with any resolution of a General Meeting on this matter.

10.7 Any change to the annual membership subscription may be recommended by the Executive Committee and must be approved by a vote of an Annual General Meeting or a Special General Meeting.

11. LIABILITY

The Club or any of its members shall not be liable for death, injuries, loss or damage to any member or participant in Club activities or their properties resulting from negligent or irresponsible conduct of individuals or from natural causes.

12. AMENDMENTS TO THIS CONSTITUTION

12.1 No amendment to this Constitution, including the Club's objectives, shall be made except by Special Resolution.

12.2 If the Constitution is altered the Public Officer must ensure the alterations and the method by which they were effected comply with the Act.

13. DISBANDMENT

13.1 Any motion to disband the Club must be proposed as a Special Resolution.

13.2 In the event of disbandment, Club property shall be donated to a non-profit organisation with similar objectives to the objectives of the Club.

14. DISPUTES

14.1 Disputes relating to the management or operation of the Club should, in the first instance, be addressed by all parties concerned meeting to discuss and try to settle the dispute. This should occur within 28 days of the Executive Committee becoming aware of the grievance.

14.2 If the members are unable to resolve the dispute, or if the meeting with all parties to the dispute does not occur within the prescribed period, then all parties must attend another meeting within 28 days, at which a mediator is present.

14.3 The mediator:

- (a) must be acceptable to both parties;
- (b) must not be a party to the dispute;
- (c) must give the parties every opportunity to be heard; and
- (d) must not determine the dispute.

14.4 If the dispute is not settled by mediation, the parties may seek resolution in accordance with the Act or otherwise at law.