
**CONSTITUTION
of the
NORTHERN TERRITORY POLICE LEGACY
INCORPORATED**

As amended as at February 8th, 2012

Constitution of the Northern Territory Police Legacy Incorporated

**CONSTITUTION
NORTHERN TERRITORY POLICE LEGACY INCORPORATED**

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PART 1 – PRELIMINARY

1. Definitions

In this Constitution, unless the contrary intention appears –

‘Act’ means the *Associations Act* and regulations made under that Act.

‘Association’ means Northern Territory Police Legacy Incorporated.

‘Board’ means the Board of Management 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 41.

‘member’ means:

- (i) any serving member of the Northern Territory Police Force;
- (ii) any retired member of the Northern Territory Police Force;
- (iii) any former member of the Northern Territory Police Force who resigned after the age of 54 years, and
- (iv) persons who are engaged in employment and/or training designed or intended to lead to membership of the Northern Territory Police Force.

‘present’ means personal attendance, but also includes attendance by teleconference through telephone, video or other telecommunications medium.

‘register of members’ means the register of the Association's members established and maintained under section 34 of the Act.

‘registered office’ means the office of the Association situated at the Peter McAulay Centre, Berrimah Police Station or at such place the Board may from time to time appoint.

‘special resolution’ means a resolution notice of which is given under clause 44 and passed in accordance with section 37 of the Act.

2. Name

The name of the incorporated association (‘the Association’) is Northern Territory Police Legacy Incorporated.

3. Non-Profit Status

The income and assets of the Association shall be applied solely towards the furtherance of its objects and purposes and no portion shall be distributed directly or indirectly by way of dividend, bonus or other profit to members or to relatives of members of the Association. However, nothing herein shall prevent the bona fide payment for services rendered or expenses incurred by any member or servant on behalf of the Association, or reasonable and proper rent for premises let by any member of the Association.

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4. Objects and Purposes

4.1 The objects and purposes of the Association are as follows:

- (a) To render personal and or financial aid, assistance and benefits necessary to surviving family (dependants) of deceased members.
- (b) To raise funds for the purpose of affording such aid, assistance and benefits.
- (c) To give any guarantee or indemnity that may seem expedient.
- (d) To take any gift of property, whether subject to any trust or not, for any one or more objectives of the Association.
- (e) To purchase, sell, manage, lease, mortgage, dispose of, or otherwise deal with any part of the property of the scheme and should any property be subject to any Trust, the Association shall only deal with the same in such manner as is allowed by law, having regard to such trusts.
- (f) To borrow and raise money for the purpose of the Association in such manner as the Board thinks fit.
- (g) To lend or invest monies of the Association, not immediately required for any of its objectives, in such a manner as may from time to time be determined by the Board and to vary same.
- (h) To enter into arrangements with the Northern Territory Police Association, the Retired Police Association of the Northern Territory Inc., and the Northern Territory Police Force for the transfer to the Association of monies or other assets collected or donated by these other groups.
- (i) To operate as a non-profit organisation. Any monies received shall be used exclusively for the objectives of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of divided bonus or otherwise howsoever by way of profit to members of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officer, employee or to any member of the Association in return for any services actually rendered to the Association.
- (j) To do all lawful things as are incidental to or conducive to the attainment of the above objectives.

5. Minimum number of members

The Association must have at least 5 members.

PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION

6. Powers of Association

- 6.1 For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- 6.2 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;

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- (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) appoint agents to transact business on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.

7. 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.

8. Inconsistency between Constitution and Act

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

9. Altering the Constitution

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

PART 3 – MEMBERS

Division 1 – Membership

10. Application for membership

- 10.1 The persons referred to in the definition of “member” under clause 1 of this Constitution of the Association automatically become members of the Association.
- 10.2 There is no joining fee for the members or compulsory membership fees. However, members can regularly or occasionally contribute money to the Association.
- 10.3 Membership is not dependant on approval by the Board.

Division 2 – Rights of members

11. General

- 11.1 Subject to subclause 12.2, a member may exercise the rights of membership when his or her name is entered in the register of members.
- 11.2 Subject to clause 1, 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 by resignation from the Northern Territory Police Force.

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12. Voting

12.1 Subject to subclause 12.2, each member has one vote at general meetings of the Association, provided that such votes shall be made personally.

12.2 A member is eligible to vote automatically at general meetings in accordance with definition of “member”.

13. 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.

14. Access to information on Association

The following must be available for inspection by members on oral or written application to the Secretary of the Association:

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

15. Raising grievances and complaints

15.1 A member may raise a grievance or complaint about a Board member, the Board or another member of the Association.

15.2 The grievance or complaint must be dealt with by the procedures set out in Part 8.

Division 3 – Termination, death, suspension and expulsion

16. Termination of membership

Subject to clause 1, membership of the Association may be terminated by resignation from the Northern Territory Police Force which is automatically notified to the Association or in person to the Secretary or another Board member.

17. Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Association's objectives (particularly subclause 4.1(a)) automatically take effect and require performance from the Board to achieve the objectives. The death of a member or whereabouts of a member unknown do not result in the cancellation of membership.

18. Suspension or expulsion of members

The Association will never suspend or expel members from the Association

PART 4 – BOARD OF MANAGEMENT

Division 1 – General

19. Role and powers

- 19.1 The business of the Association must be managed by or under the direction of a Board of Management.
- 19.2 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 Board members.
- 19.3 The Board may appoint and remove staff.
- 19.4 The Board may establish one or more subcommittees consisting of the members of the Association the Board considers appropriate.

20. Composition of Board

- 20.1 The Board of Management consists of the following Board members—
 - (a) one nominee of the Commissioner of Police;
 - (b) one nominee from the Retired Police Association of the NT Inc.;
 - (c) one nominee from the Minister of Police, Fire and Emergency Services;
 - (d) four nominees from the Northern Territory Police Association;
 - (e) a Chairperson elected from the Board by a majority of the Board; and
 - (f) Secretary, Treasurer and Public Officer, appointed by the Board, from the Board or otherwise, and either honorary or remunerated as determined by the Board (In and of themselves, the roles in this subsection 20.1(f) have no voting rights attached).
- 20.2 A Board member shall hold office for a period of three years from the date of appointment and may be reappointed at the discretion of the nominating entity.
- 20.3 The Chairperson shall be elected by the Board annually following the Annual General Meeting held in accordance with Clause 41.
- 20.4 For transitional purposes and subject to the provisions of Clause 27, the current Board shall remain in office until the 2012 Annual General meeting.

21. Delegation

- 21.1 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.
- 21.2 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 21.3 The Board may, in writing, revoke wholly or in part the delegation.

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22. Validity of Board Decisions

All acts done by any meeting of the Board or by any Board member shall be valid as if every such person was duly appointed and qualified to be a Board member, notwithstanding that it may afterwards be discovered there was some defect in the appointment of any such Board or persons acting as members or that they or any of them were disqualified.

Division 2 – Tenure of office

23. Eligibility of Board members

23.1 A Board member must be a person who is 18 years or over.

23.2 Board members are nominated and appointed to the Board in accordance with clause 20.

24. Appointment by nominations to the Board

A member becomes eligible for appointment to the Board in accordance with clause 20 and nominations are made in writing and as soon as practicable after a position becomes vacant.

25. Retirement of Board members

As soon as a Board member advises of their retirement, a new member becomes eligible for appointment to the Board in accordance with clause 20 and nominations are made in writing and as soon as practicable after a position becomes vacant.

26. Nomination of Board Members

26.1 The nominees to the Board will always be equal to the number of vacancies on the Board.

26.2 If a nominee is not able to take on the Board responsibilities then a new nominee will be appointed in accordance with clause 20.

27. Vacating office

The office 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 Territory; or
 - (v) term of appointment expires in terms of Clause 20.2;
- (b) the member is absent from more than –
 - (i) 3 consecutive Board meetings; or

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- (ii) 3 Board meetings in the same financial year without tendering an apology to the Chairperson;

of which meetings the member received notice and the Board has resolved to declare the office vacant; or

28. Filling casual vacancy on Board

28.1 If a vacancy remains on the Board after the office of a Board member becomes vacant under clause 27, the Board may call for nominees to fill that vacancy in accordance with clause 20.

28.2 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

29. Collective responsibility of Board

29.1 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.

29.2 The Board is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

30. Additional Powers and Duties of Board in Application for Aid etc.

In addition to the powers conferred by sections 11 and 13 of the Act and without detracting from the generality of the powers under this and other rules, the Board shall have the following additional powers, namely:

- (a) APPLICATION FORM – all applications for assistance shall be made in writing in the form prescribed by the Board, provided that the consideration of any application shall not be refused on account of want of form.

To consider such applications as may be made for aid, assistance and benefits by, or on behalf of, any eligible person. The amount of such aid, assistance and benefits already being received by such eligible person and may, at any time on its own motion, grant such aid, assistance and benefits on a discretionary basis as it may think fit.

- (b) INVESTMENTS – in such manner as they shall consider most beneficial for the objects and purposes of the Association, invest in the name of the Association such part of the real and personal property of the Association as they may see fit and sell or transpose any such investment for others and expend the proceeds of any such sales for the purpose of the Association.

- (c) ACQUISITIONS – to acquire in the name of the Association by purchase, lease or otherwise, build upon, demolish, rebuild, add to, alter, repair, improve, sell, dispose of, lease or otherwise deal with any land, buildings, premises or personal property for the use of the Association. Where the Association shall take or hold any property which may be subject to any trust, it shall only be dealt with in such manner allowed by law, having regard to such Trust.

- (d) SIGNATORIES – to determine who shall be authorised to sign on the

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Association's behalf all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments, as in accordance with subclause 51.3.

- (e) **BORROWING** – to borrow money upon the security of any property of the Association and to grant mortgages or other securities for securing payment of the same.
- (f) **POWER FOR COMMITTEES** – to delegate all or any of their powers to any committee or Board members and to revoke such delegation, as in accordance with clause 21.
- (g) **GUARANTEES** – to give any guarantee for the payment of money in respect of bank account or otherwise and or performance of any obligation or undertaking howsoever arising.
- (h) **ALTERATION OF RULES AND BY-LAWS** – to make, and from time to time repeal or alter the Rules and By-laws for the management of the Association and the affairs thereof and the duties of any officers or servants of the Association not herein otherwise provided for. Seven (7) days clear notice is to be given to each Board Member of any proposed change to the Rules and/or By-laws.
- (i) **PATRONS** – to appoint a patron.
- (j) **INTERPRETATION RULES** etc – any dispute or difference which may arise as to the meeting or interpretation of these rules and the By-Laws hereunder or as to the powers of Board members, shall be as determined by the Board whose decision shall be final and binding upon all members of the Association.
- (k) **AUDITOR** – to appoint an Auditor in compliance with Part 5 of the Act.

31. Chairperson

31.1 Subject to subclause 29.2, the Chairperson must preside at all general meetings and Board meetings.

31.2 If the Chairperson is absent from a meeting, the presiding member for that meeting must be –

- (a) a Board member elected by the Association members present if it is a general meeting; or
- (b) a Board member nominated by the other Board members present if it is a Board meeting.

32. Secretary

The Secretary must –

- (a) coordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of general meetings and of Board meetings are kept in accordance with section 38 of the Act;
- (c) maintain the register of members in accordance with section 34 of the Act;

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- (d) unless the Board 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 33.5 to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

33. Treasurer

33.1 The Treasurer must –

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
- (b) pay all moneys received into the account of the Association within 5 working days after receipt;
- (c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
- (d) ensure 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.

33.2 The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.

33.3 The Treasurer must coordinate the preparation of the Association's annual statement of accounts.

33.4 If directed to do so by the Chairperson, the Treasurer must submit to the Board a report, balance sheet or financial statement in accordance with that direction.

33.5 The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the Board members resolve otherwise at a general meeting.

33.6 The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

34. Public officer

34.1 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.

34.2 The public officer must keep a current copy of the Constitution of the Association.

35. Liability of officers and Board members

A Board member or any person engaged by the Board is not, except as otherwise provided by the *Associations Act* or the rules and by-laws of the Association, to be liable to contribute towards the payment of any debts or other liabilities incurred by the Association, or to the costs, charges or expenses incurred in the course of winding up the Association.

PART 5 – MEETINGS OF BOARD OF MANAGEMENT

36. Frequency and calling of meetings

36.1 The Board must meet together for the conduct of business not less than 4 times in each financial year or as required.

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36.2 The Chairperson, or at least half the Board members, may at any time convene a special meeting of the Board.

37. Voting and decision making

37.1 Each Board member present at the meeting has a deliberative vote.

37.2 A question arising at a Board meeting must be decided by a majority of votes.

37.3 If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

38. Quorum

For a Board meeting, one half of Board members constitutes a quorum.

39. Procedure and order of business

39.1 The procedure to be followed at a Board meeting must be determined from time to time by the Board.

39.2 The order of business may be determined by the members present at the meeting.

39.3 Only the business for which the meeting is convened may be considered at a special meeting.

40. Disclosure of interest

40.1 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.

40.2 The Secretary must record the disclosure in the minutes of the meeting.

40.3 The Chairperson must ensure a Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

PART 6 – GENERAL MEETINGS

41. Convening general meetings

41.1 The Association must hold its first annual general meeting within 18 months after its incorporation.

41.2 The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.

41.3 The Board –

(a) may at any time convene a special general meeting; and

(b) must, within 30 days after it receives a request under clause 42.1, convene a special general meeting for the purpose specified in that request.

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42. Special general meetings

- 42.1 Half the number of members constituting a quorum for a general meeting may make a written request to the Board for a special general meeting.
- 42.2 The request must –
- (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.
- 42.3 If the Board fails to convene a special general meeting within the time allowed –
- (a) for clause 41.3(b) – the members who made the request may convene a special general meeting as if they were the Board.
- 42.4 If a special general meeting is convened under subclause 42.3(a), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- 42.5 The Secretary must give to all members not less than 21 days notice of a special general meeting.
- 42.6 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.

43. Annual general meeting

- 43.1 The Secretary must give to all members not less than 14 days notice of an annual general meeting.
- 43.2 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.
- 43.3 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.

44. Special resolutions

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

45. Notice of meetings

- 45.1 The Secretary must give a notice under this Part by –
- (a) serving it on a member personally; or

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- (b) sending it by post to a member at the address of the member appearing in the register of members.

45.2 If a notice is sent by post under subclause 45.1(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.

46. Quorum at general meetings

At a general meeting, 15 members present in person constitutes a quorum.

47. Lack of quorum

47.1 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 41.3(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place; or
- (b) for a meeting convened under clause 41.3(b) – the meeting lapses.

47.2 If within 30 minutes after the time appointed by subclause 47.1(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.

47.3 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.

47.4 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.

47.5 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.

48. Voting

48.1 Subject to clause 12.2, each member present in person at a general meeting is entitled to a deliberative vote.

48.2 At a general meeting –

- (a) an ordinary resolution put to the vote is decided by a majority of votes made in person; and
- (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person vote in favour of the resolution.

48.3 A poll may be demanded by the Chairperson or by 3 or more members present in person.

48.4 If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

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49. Proxies

49.1 All voting at general meetings is to be done in person and no proxy votes will be accepted.

PART 7 – FINANCIAL MANAGEMENT

50. Financial year

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

51. Funds and accounts

51.1 The Association must open an account or accounts with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

51.2 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.

51.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members, unless the transaction is done by internet banking.

51.4 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.

51.5 With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

52. Accounts and audits

The responsibility of the Board under clause 29.2 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

53. Grievance and disputes procedures

53.1 This clause applies to disputes between –

- (a) a member and another member; or
- (b) a member and the Board.

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- 53.2 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.
- 53.3 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.
- 53.4 The mediator must be –
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (c) for a dispute between a member and another member – a person appointed by the Board; or
 - (d) for a dispute between a member and the Board – a person who is a mediator appointed or employed by the department administering the Act.
- 53.5 A member of the Association can be a mediator.
- 53.6 The mediator cannot be a party to the dispute.
- 53.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 53.8 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.
- 53.9 The mediator must not determine the dispute.
- 53.10 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

54. Common seal

- 54.1 The Association does not use a common seal, however if it obtains one in future, it must not be used without the express authority of the Board and every use of that common seal must be recorded by the Secretary.
- 54.2 The affixing of the common seal of the Association is to be witnessed by any 2 of the following:
- (a) the Chairperson;
 - (b) the Secretary;
 - (c) the Treasurer.
- 54.3 The common seal of the Association is to be kept in the custody of the Secretary or another person the Board from time to time decides.

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55. Distribution of surplus assets on winding up

55.1 In the event of the winding up or dissolution of the Association, the surplus assets that remain after the winding up and satisfaction of all debts and liabilities must not be distributed to the members or former members.

55.2 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.