



**Constitution  
of  
Territory Natural  
Resource Management  
Incorporated  
ABN (52 624 459 784)**

<b>THIS IS THE ANNEXURE MARKED 'A' REFERRED TO IN THE STATUTORY DECLARATION OF</b>	
<u>BROOKE RENA RANKMORE</u>	
<small>(Name of Public Officer)</small>	
<b>MADE ON THE</b> <u>1<sup>ST</sup></u>	<b>DAY OF</b> <u>DECEMBER</u> <u>20</u> <u>15</u>
<b>BEFORE ME</b> <u>[Signature]</u>	<small>(signature of witness on statutory declaration)</small>

## PART 1 – PRELIMINARY

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### 1. Name

The name of the incorporated association is Territory Natural Resource Management Incorporated (“the Association”).

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### 2. Objects and purposes

#### 1. Principal Object

The Association’s principal object is to implement a strategic approach to natural resource management through the Integrated Natural Resource Management (INRM) Plan in order to sustainably manage the natural environment of the Northern Territory as well as the cultural and economic values of such environment for the benefit of all.

#### 2. The Association endeavours to achieve its principal object by undertaking the following activities:

- (i) Provide strategic and integrated natural resource management (NRM) planning for the Northern Territory;
- (ii) Identify and integrate opportunities, activities and priorities for natural resource management in the Northern Territory;
- (iii) Support landscape management across the Northern Territory in collaboration with key stakeholders and land managers;
- (iv) Increase awareness of and participation in natural resource management activities and decision-making by all Territorians;
- (v) Build and encourage peoples’ capacity to undertake successful natural resource management and support them to do this;
- (vi) Build and broker partnerships and collaboration to achieve the outcomes of the INRM Plan;
- (vii) Support evidence-based decision making and encourage the valuing and appropriate use of all forms of knowledge;
- (viii) Advocate for integrated natural resource management and inform public and private sector policies and priorities;
- (ix) Encourage greater investment in natural resource management;
- (x) Establish and maintain a public fund to be called the Territory Natural Resource Management Public Fund (“the Public Fund”) for the specific purpose of supporting the environmental objects/purposes of the Territory Natural Resource Management Association. The Public Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Public Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997;
- (xi) Carry out all such other activities as are incidental or ancillary to further the above objectives as the Association may from time to time determine.

#### 3. The Association recognises that the INRM Plan identifies four regions in the Territory, collectively referred as “Regions”:

- (i) Top End
- (ii) Gulf Savanna
- (iii) Tablelands
- (iv) Arid Lands

4. The Association will encourage the participation of people and organisations in each of these Regions to strengthen involvement and enable people to contribute to NRM decision-making and priority setting in their region and in the Northern Territory. The Association will establish processes to ensure that individuals are not excluded from participation in the activities and decision making of the organisation.
5. The assets and income of the organisation shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation

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### 3. Minimum number of Members

The Association must have at least 5 Members in accordance with section 26 of the Act.

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### 4. Definitions

In this Constitution, unless the contrary intention appears –

“**Act**” means the Associations Act and regulations made under that Act;

“**Association**” means Territory Natural Resource Management Incorporated

“**Board**” means the Management Committee for the Association referred to in part 3 of this Constitution;

“**Chair**” means a person appointed to the Board (ie Management Committee) of the Association as an Independent Chair.

“**Director**” means person appointed to the Board (ie Management Committee) of the Association as a Director;

“**Chief Executive Officer**” means a Chief Executive Officer appointed by the Board.

“**Financial Institution**” means an authorised deposit-taking institution within the meaning of Section 5 of the *Banking Act 1959* of the Commonwealth of Australia;

“**Independent**” means a person that does not have any vested interest (direct or indirect) in the bodies that may receive funding from the Association and at all times makes decisions that are impartial;

“**INRM Plan**” means the Integrated Natural Resource Management plan for the Northern Territory;

“**Member**” means an entity that is a Member of the Association;

“**Member present**” means the delegate of a Member attending an annual general meeting or special general meeting of the Association, whether in person, via tele-conference or video conference, or by proxy in accordance with clause 48.

“**Natural Resource Management**” means the management of the natural environment including the protection of natural areas, native species and habitats and the responsible and sustainable use of land, water, soil, flora and fauna for the benefit of current and future generations;

“**Northern Territory**” means the Northern Territory of Australia;

“**NRM**” means “Natural Resource Management”;

“**Observer**” means non-Members of the Association, invited by the Chair to attend TNRM meetings from time to time; and

“**Register of Members**” means the register of the Associations 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**

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### **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 and those further powers recorded below.
  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;
    - (i) acquire, hold and dispose of real or personal property;
    - (ii) open and operate accounts with financial institutions;
    - (iii) invest its money in any security in which trust monies may lawfully be invested;
    - (iv) raise and borrow money on the terms and in the manner it considers appropriate;
    - (v) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
    - (vi) appoint agents to transact on its behalf;
    - (vii) enter into any other contract it considers necessary or desirable in accordance with the objects and purposes of the Association (clause 2); and
    - (viii) engage in activities relating to natural resource management which are consistent with the objects and purposes of the Association (clause 2).
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### **6. Effect of Constitution**

This Constitution binds every Director and Member of the Association to the same extent as if every Director and Member of the Association has signed and sealed this Constitution and agreed to be bound by it.

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

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

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

1. The Association may alter this Constitution including the objects or purposes of the Association by special resolution in the manner provided for in Section 37 of the Act.
  2. If the Constitution is altered, the Public Officer must ensure compliance with Section 23 of the Act.
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## **PART 3 – ASSOCIATION MEMBERS**

### ***Division 1 – Membership***

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### **9. Membership**

1. Membership of the Association shall be open to all entities which have an interest in natural resource management in the NT, and are based in the NT or represent residents of the NT
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### **10. Application for Membership**

1. To apply to become a Member a body corporate, association or organisation must submit a written application for Membership to the Board;
  - (i) in a form approved by the Board;
  - (ii) nominating a delegate; and
  - (iii) signed by the authorised representative of the organisation; and
  - (iv) addressed to the Secretariat, or to any other person as the Board nominates for this purpose.

2. A delegate may subsequently be removed or replaced by written notice to the Secretariat, signed or executed by the body corporate, association or organisation which nominated the delegate.
3. If the body corporate, association or organisation which nominated a delegate gives notice to the Secretariat that it wishes its delegate to be removed or replaced (for whatever reason) the Secretariat will subject to approval of the Board in accordance with the provisions of clauses 10.1 and 11 as soon as practicable, make the appropriate entries in the register of members to remove, replace or remove and replace that delegate.

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#### **11. Approval of Board**

1. The Board must consider any application made under clause 10 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 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.
5. If an application for Membership is accepted by the Board, the applicants name will be entered in the register of Members.
6. When an application for Membership is approved by the Board the Member will be notified in writing within 5 working days.

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### ***Division 2 – Rights of Members***

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#### **12. General**

1. Subject to clause 13.2, a Member may exercise the rights of Membership when the Member's name is entered in the register of Members.
2. A right of Membership of the Association –
  - (i) is not capable of being transferred or transmitted to another Member; and
  - (ii) terminates on the cessation of Membership whether by resignation or otherwise.

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#### **13. Voting**

1. Subject to subclause 2, each Member has one vote at general meetings of the Association.
2. A Member is not eligible to vote until 10 working days after its application has been accepted.

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

The following must be available for inspection by Members:

- (i) a copy of this Constitution;
- (ii) minutes of general meetings;
- (iii) annual reports and annual financial reports.

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#### **15. Raising grievances and complaints**

1. A Member or Director may raise a grievance or complaint about a Director, 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.

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

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#### **16. Termination of Membership**

Membership of the Association may be terminated by –

- (i) A notice of resignation addressed and posted to the Association or given personally to the Secretariat or a Director;
- (ii) Expulsion in accordance with this Division.

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#### **17. Suspension or expulsion of Members**

1. If the Board considers that a Member should be suspended or expelled because its conduct is detrimental to the interests of the Association, the Board must give notice of the proposed suspension or expulsion to the Member.
2. The notice must –
  - (i) be in writing and include –
    - (a) the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
    - (b) the particulars of the conduct; and
  - (ii) be given to the Member not less than 30 days before the date of the Board meeting referred to in paragraph (i)(a).
3. At the meeting, the Board must afford the Member a reasonable opportunity to be heard or to make representations in writing.
4. The Board may suspend or expel or decline to suspend or expel the Member from the Association and must give written notice of the decision and the reason for it to the Member.
5. Subject to clause 18, the decision to suspend or expel a Member takes effect 14 days after the day on which notice of the decision is given to the Member.

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#### **18. Appeals against suspension or expulsion**

1. A member who is suspended or expelled under clause 17 may appeal against that suspension or expulsion by giving notice to the Secretariat within 14 days after receipt of the Board's decision.
2. The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting
3. The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Board to suspend or expel the member.
4. The member is not suspended or does not cease to be a member until the decision of the Board to suspend or expel the member is confirmed by a resolution of the members.

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## **PART 4 – MANAGEMENT BOARD**

### ***Division 1 – General***

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#### **19. Role and Powers**

1. The business of the Association must be managed by or under the direction of a Management Committee ("Board") in accordance with the Association's Objects and Purposes (Clause 2).

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 a Chief Executive Officer
  4. The Board may appoint one or more groups or persons on an ad hoc or standing basis to assist in any area or in relation to any issues determined. These groups or persons may make recommendations to the Board but no recommendation will be binding.
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## **20. Composition of Board**

1. The Board will have between six and nine appointees (Directors), one of these appointees shall be an Independent Chair.
2. Board appointments will be based on skills and knowledge supporting best practice governance and business as well the management of the Northern Territory's natural resources.
3. The Chair and Directors will have skills and knowledge in one or more of the following areas:
  - (i) natural resource management policies and practice
  - (ii) board governance and organisational processes
  - (iii) business development, commercial or entrepreneurial
  - (iv) capacity building, social or community development
  - (v) Indigenous land management and enterprise development
  - (vi) pastoral land management
  - (vii) conservation and protected area management

**Note:** This list does not indicate the need to have a separate individual for each of the skills identified.

4. Directors must reside in the Northern Territory.
  5. The Chair must be Independent.
  6. The Board will be selected from a broad geographical base over the Northern Territory, with consideration given to gender balance.
  7. The Board will consist of the following Offices:
    - (i) Chair (Independent);
    - (ii) Deputy-Chair;
    - (iii) Chair, Finance and Audit Committee;
    - (iv) Public Officer;
  8. The Chief Executive Officer or other authorised employee of the Association will perform the role of Secretariat to the Board.
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## **21. Delegation**

1. The Board may delegate to a committee or staff any of its powers and functions other than:
    - (i) this power of delegation; or
    - (ii) a duty imposed on the Board by the Act or any other law.
  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.
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## **Division 2 – Tenure of Board**

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### **22. Eligibility**

1. A Board Director must be 18 years or over.
  2. A Board Director must also meet the criteria provided in Clause 20.
  3. Board Directors must be appointed to the Board in accordance with Clause 23.
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### **23. Selection and appointment of Board Directors and Independent Chair**

1. Board Directors will be appointed through a selection panel process based on the principles of merit, accountability and rigour, and in accordance with the Association's Board Recruitment, Selection and Appointment Policy.
  2. Board vacancies will be advertised Northern Territory wide.
  3. A person who wishes to be considered for appointment to the Board must apply in accordance with the Association's Board Recruitment, Selection and Appointment Policy.
  4. The Board will convene a selection panel as appointed in accordance with the Association's Board Recruitment, Selection and Appointment Policy ("Selection Panel") to assess applications for Board vacancies:
    - (i) For a Director vacancy - the Selection Panel will constitute two Board Directors and three Members representing each sector in Indigenous, pastoral and conservation.
    - (ii) For a Chair vacancy - the Selection Panel will constitute three (minimum) Board Directors only.
  5. The Selection Panel will assess all applications taking into account:
    - (i) the skills and knowledge required as identified in clause 20.3.
    - (ii) the geographical spread as indicated in clause 20.6.
    - (iii) if recruiting to the Chair position, the requirement for the Chair to be independent
    - (iv) any other requirements as identified in clause 20.
  6. The Selection Panel shall return to the Board, the appointment recommendation for the vacancy to be filled. The Board shall accept the recommendation, however reserve the right to dispute or make new information known where a candidate may not meet the eligibility or be suitable for a Director or Chair role. The ruling of the Chairperson of the Selection Panel on eligibility or the validity of the recommendation shall be final.
  7. The Board shall present to the Members, the appointment recommendation from the Selection Panel for the vacancy to be filled. The Members shall accept the recommendation or otherwise:
    - (i) have the right to make new information known where a candidate may not meet the eligibility for a Board Director or Chair role; and
    - (ii) in the event of new information becoming available, the Members retain the right to accept the recommendation pending confirmation of the ineligibility being confirmed by the Selection Panel. The ruling of the Selection Panel Chairperson on eligibility shall be final.
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### **24. Term of Board Appointment**

1. The Chair and Directors will be appointed for a term of 2 years and may serve up to three consecutive terms.
2. Subject to Clause 24(1), no later than 6 weeks before the expiry of the Chair or Director's term, the Chair or Director may nominate themselves to renew their term for the same position and such position may be approved by a resolution of the Board. Where such approval has been provided by the Board, compliance with Clause 23 is not required.
3. Board appointments will be staggered to ensure that not all Board Directors are replaced at the one time.



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### ***Division 3 – Tenure of Office***

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#### **25. Term of Office**

1. At an Annual General Meeting each of the Offices identified in Clause 20.7, except the office of Chair, becomes vacant and an election for Offices must be held in accordance with subclauses 2 and 3.
2. Only Board Directors are eligible for election to Board Offices and all Directors, except the Chair, are eligible for election. For election to a Board Office, a Director must be:
  - (i) Nominated by a Director or Member;
  - (ii) Seconded by a Director or Member; and
  - (iii) the nominee must signify his or her willingness to stand for election.
3. A Director who is eligible for election or re-election under this clause may:
  - (i) propose or second himself or herself for election or re-election;
4. If an office holder vacates prior to the AGM, the Board will elect an interim office holder who will be presented to the members as soon as practicable, as the interim office holder until the following AGM

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#### **26. Retirement of Office Holder**

An Office Holder holds office until the next annual general meeting unless the Office Holder vacates the office under clause 27.

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#### **27. Board Director Vacating Position**

The office of a Director becomes vacant if;

1. the Director :
  - (i) is disqualified from being a Director 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;
  - (v) is advised of their termination as a Director by the Chair or other representative, after consultation with the Board, with the advice in writing giving reasons for the termination.
2. the Director 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 Board;of which meetings the Director received notice and the Board has resolved to declare the office vacant.

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### ***Division 4 – Duties of Board and Office Holders***

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#### **28. Collective Responsibility of the Board**

1. As soon as practicable after being appointed to the Board, the Chair and Directors must become familiar with the Act and regulations made under the Act.
2. The Board is severally and collectively responsible for ensuring it complies with the Act and regulations made under the Act.

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## **29. Chair and Deputy Chair**

1. Subject to subclauses (2) and (3), the Chair must preside at all Association Board meetings.
  2. If the Chair is absent from the meeting, the Deputy Chair must preside at the meeting.
  3. If the Chair and the Deputy Chair are both absent, the presiding Chair for that meeting must be a Director elected by the other Directors present.
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## **30. Chair**

1. The Chair will be:
    - (i) Required to lead the Board through decision making and reporting processes in relation to the implementation of the Objects and Purposes of the Constitution;
    - (ii) Responsible for managing the selection and performance evaluation of the Chief Executive Officer and the relationship between the Association Board, Directors and staff.
    - (iii) Required to lead the Board through decision making and reporting process in relation to the implementation of the organisation's strategic plan;
  2. The Chair must display the following:
    - (i) leadership and strategic vision;
    - (ii) ability to effectively chair meetings;
    - (iii) understanding of governance and board process;
    - (iv) demonstrated experience in sound business management and commercial practices;
    - (v) skills in facilitation and negotiation;
    - (vi) an understanding of natural resource management issues and stakeholders in the Northern Territory.
  3. The Chair may invite Observers to attend Board meetings from time to time. Observers will not have voting rights.
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## **31. Chair, Finance and Audit Committee**

1. The Chair, Finance and Audit Committee, or authorised employees of the Association, must:
  - (i) receive all monies paid to or received by the Association into the organisation accounts;
  - (ii) pay all monies received into the account of the Association within 5 working days after receipt;
  - (iii) make any payments authorised by the Association from the Association funds; and
  - (iv) ensure cheques are signed by any 2 authorised signatories of the Association.
2. The Chair, Finance and Audit Committee, must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
3. The Chair, Finance and Audit Committee, must coordinate the preparation of the Association's annual statement of accounts.
4. If directed to do so by the Chair, the Chair of the Finance and Audit Committee, must submit to the Board a report, balance sheet or financial statement in accordance with that direction.
5. The Chair, Finance and Audit Committee has custody of all securities, books and documents of a financial nature and account records of the Association are held at the Association offices under the judgement of the Chair, Finance and Audit Committee.
6. The Chair, Finance and Audit Committee must perform any other duties imposed by this Constitution on the Chair, Finance and Audit Committee.

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### **32. Public Officer**

1. The Public Officer must ensure that documents are filed with the Commission of Consumer Affairs in accordance with the Act and including but not limited to sections 23, 28 and 45 of the Act.
2. The Public Officer must keep a current copy of the Constitution of Territory Natural Resource Management

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### **33. The Secretariat**

1. The Secretariat must:
  - (i) coordinate the correspondence of the Association;
  - (ii) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act;
  - (iii) maintain the register of members in accordance with section 34 of the Act;
  - (iv) unless the Board resolves otherwise at a general meeting – have custody of all books, documents, records and registers of the Association, other than those required by clause 31.5 to be in the custody of the Chair, Finance and Audit Committee.

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## **PART 5 – MEETINGS OF BOARD**

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### **34. Frequency and calling of Board meetings**

1. The Board must meet for the conduct of business not less than 4 times in each financial year.
2. The Secretariat or an authorised Association employee must give all Directors not less than 14 days notice of a meeting.

The notice must specify –

  - (i) when and where the meeting is to be held; and
  - (ii) the particulars of and the order in which business is to be transacted
3. Meetings can be face to face or held by telephone, or video conference.
4. The Chair, or at least half the Board Directors, may at any time convene a meeting of the Board.

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### **35. Notice of Board meeting**

1. The Secretariat or an authorised Association employee must give a notice under this Part by:
  - (i) serving it on a Board Director personally; or
  - (ii) sending it by post to a Board Director at the address of the Director appearing in the register of Directors;
  - (iii) sending it as email advice to the Board Director at the email address of the Director appearing in the register of Directors;
2. If the notice is sent by post under subclause 1(ii), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the Director by ordinary prepaid mail.

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### **36. Voting and decision making**

1. Each Director present at the meeting has a deliberative vote.
2. A question arising at a Board meeting must be decided by a majority of votes.

3. If there is no majority, the Chair or otherwise the Director presiding at the meeting has a casting vote in addition to a deliberative vote.
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### **37. Quorum**

For a Board meeting, one-half plus one of the Directors constitutes a quorum

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### **38. 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 Directors present at the meeting.
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### **39. Disclosure of interest**

1. A Director who has a direct or indirect pecuniary or other beneficial 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 Secretariat must record the disclosure in the minutes of the meeting.
  3. The Chair must ensure a Director who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.
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## **PART 6 – GENERAL MEETINGS**

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### **40. Convening general meetings**

1. The Association must hold its annual general meeting within 5 months of the end of each financial year.
  2. The Chair will preside at the annual general meeting.
  3. The Board:
    - (i) may at any time convene a special general meeting;
    - (ii) must, within 30 days after the Secretariat receives a notice under clause 18.1, convene a special general meeting to deal with the appeal to which the notice relates.
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### **41. Special general meetings**

1. The Secretariat must give to all members not less than 21 days' notice of a special general meeting.
  2. The notice must specify –
    - (i) when and where the meeting is to be held; and
    - (ii) the particulars of and the order in which business is to be transacted.
  3. If the Committee fails to convene a special general meeting within the time allowed for clause 40.3(ii) – the appeal against the decision of the Board is upheld.
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### **42. Annual general meeting**

1. The Secretariat must give to all Members not less than 30 days' notice of an annual general meeting.

2. The notice must specify:
  - (i) when and where the meeting is to be held; and
  - (ii) 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:
  - (i) first – the consideration of the accounts and reports of the Board;
  - (ii) second – the election of Directors as office holders;
  - (iii) third – any other business requiring consideration by the Association at the meeting.

#### **43. Special resolutions**

1. A special resolution may be moved at any general meeting of the Association.
2. The Secretariat 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.

#### **44. Notice of meetings**

1. The Secretariat must give a notice under this part by –
  - (i) serving it on a member personally; or
  - (ii) sending it by post to a member at the address of the member appearing in the register of members.
  - (iii) Sending it as email advice to the email address of the member appearing in the register of members.
2. If the notice is sent by post under subclause 1(ii), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the Member by ordinary prepaid mail.

#### **45. Quorum at general meetings**

1. At a general meeting, the number or the proportion of members present as follows constitutes a quorum:

Number of Members in Association	Number of Members needed for quorum
5 – 10 members	3 members
11 – 50 members	5 members
Over 50 members	10% of all members

2. For the purposes of this clause 45, notification of attendance at a general or special general meeting of the Association by way of tele-conference or video-conference shall be submitted by a member in writing in a form approved by the Association, which form must be provided to the Association fourteen (14) days prior to the date of the general or special general meeting.

#### **46. Lack of a 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:
  - (i) for an annual general meeting or special general meeting convened under clause 40.3(i) – the meeting stands adjourned to the time on the same day in the following week and to the same place;

2. If within 30 minutes after the time appointed by sub-clause 1(i) for the resumption of an adjourned general meeting a quorum is not present, the members present may proceed with the business of that general meeting as if a quorum were present.
  3. The Chair may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members present 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 Secretariat must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.
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#### **47. Voting**

1. Subject to clause 13(2) each member present 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 by members present; and
    - (b) a special resolution put to the vote is passed if three-quarters of the members present vote in favour of the resolution.
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#### **48. Proxies**

A member may appoint a proxy to attend and vote on their behalf at an annual general meeting or special general meeting. The proxy must be a registered member, authorised office holder or current employee of the Member.

The proxy must be authorised by the appointing member in writing in a form approved by the Association, which form must be provided to the Association 14 days prior to the general or special general meeting.

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## **PART 7 – FINANCIAL MANAGEMENT**

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#### **49. Financial Year**

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

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#### **50. Funds and Accounts**

1. The Association can open accounts with a financial institution from which all expenditure of the Association is made and into which all of Territory Natural Resource Management's revenue is deposited.
  2. Subject to any restrictions imposed by the Association Board at a meeting, the Association 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 Directors or delegated persons.
  4. All funds of the Association must be deposited into the financial account of Association no later than 5 working days after receipt or as soon as practicable after that day. With the approval of the Board, the Association 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.
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## **51. Accounts and audits**

1. The responsibility of the Board 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 –
  - (i) the keeping of accounting records;
  - (ii) the preparation and presentation of Territory Natural Resource Management's annual statement of accounts; and
  - (iii) the auditing of Territory Natural Resource Management's accounts.

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

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## **52. Grievance and disputes procedures**

1. This clause applies to disputes between –
  - (i) a Director and another Director.
  - (ii) a member and another member; or
  - (iii) a member and the Board
  - (iv) a Director 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:
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement -
    - (a) for a dispute between a member and another member, or a Director and another Director - a person appointed by the Board; or
    - (b) for a dispute between a member and the Board – a person who is a mediator appointed or employed by the department administering the Act.
5. The mediator cannot be a party to the dispute.
6. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
7. The mediator, in conducting the mediation, must –
  - (i) give the parties to the mediation every opportunity to be heard;
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
8. The mediator must not determine the dispute.
9. 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.

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## **PART 9 – PUBLIC FUND REQUIREMENTS**

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### **53. Ministerial Rules and compliance**

1. The Association agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the Public Fund are only used for its principal purpose.
2. The Association agrees to give the Secretary of the Department, within a reasonable period after the end of each of its financial year, statistical information about gifts made to the Territory Natural Resource Management Public Fund during that financial year.

### **54. Not-for-Profit**

The income and property of the Association shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the organisation.

### **55. Conduit Policy**

Any allocation of funds or property to other persons or Associations will be made in accordance with the established purposes of the Association and not be influenced by the preference of the donor.

### **56. Winding-up**

In case of the winding-up of the Public Fund or if the endorsement of the Public Fund as a deductible gift recipient is revoked, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.

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## **PART 10 – OPERATION OF PUBLIC FUND**

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### **57. Operation of the Public Fund**

1. The objective of the Public Fund is to support the Association's environmental purposes.
2. Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the Association.
3. Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
4. A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Association.
5. Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
6. The Public Fund will be operated on a not-for-profit basis.
7. A committee of management of no fewer than three (3) persons will administer the Public Fund. The committee will be appointed by the Association. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.



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## PART 11 – MISCELLANEOUS

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### 58. Annual reporting

The Association will report annually to its membership.

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### 59. Common Seal

1. The common seal of the Association must not be used without the express authority of the Association Board and every use of that common seal must be recorded by the Secretariat.
  2. The affixing of the common seal of the Association must be witnessed by any 2 of the following:
    - (i) the Chair;
    - (ii) the Deputy Chair;
    - (iii) the Chair, Finance and Audit Committee
  3. The common seal of the Association must be kept in the custody of the Secretariat or another person the Board from time to time decides.
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### 60. Distribution of surplus assets on winding up

10. If on the winding up or dissolution of Territory Natural Resource Management, and after satisfaction of all its debts and liabilities, there remain any assets, the asset must not be distributed to the Directors or former Directors.
  11. The surplus assets must be given or transferred to another association incorporated under the Act that:
    - (i) has similar objects or purposes;
    - (ii) is not carried on for profit or gain to its individual Members; and
    - (iii) is determined by resolution of the Members.
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