

**THIS IS THE ANNEXURE MARKED 'A' REFERRED TO IN THE  
STATUTORY DECLARATION OF**

*(Name of Public Officer)*

**MADE ON THE \_\_\_\_\_ DAY OF \_\_\_\_\_ 20 \_\_\_\_\_**

**BEFORE ME \_\_\_\_\_**

*(signature of witness on statutory declaration)*

# **Friends of the Larapinta Trail**

## **CONSTITUTION**

## CONSTITUTION

### 1. NAME

The name of the Association shall be Friends of the Larapinta Trail.

### 2. DEFINITIONS

In this Constitution, unless the contrary intention appears –

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

"Association" means the Friends of the Larapinta Trail;

"Management Committee" means the Committee of the Association;

"Officer" means the President, vice President, Treasurer, Secretary, and/or Public Officer of the Management Committee;

"General member" means a financial member of the Association;

"Trail" means the Larapinta Trail;

"JMP" means the Joint Management Partners of the West MacDonnell National Park (that is, the Northern Territory Parks and Wildlife Service and the Traditional Owners);

"PWS" means the Northern Territory Parks and Wildlife Service;

"Financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

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

### 3. OBJECTIVES

- a) To work in partnership with the JMP to care for and maintain the Larapinta Trail, in keeping with the strategic goals of the Larapinta Trail Strategy and the West MacDonnell Joint Management Plan;
- b) To promote the trail amongst its members and the wider public through activities, newsletters, promotions and competitions;
- c) To actively recruit and co-ordinate volunteers to assist in on-ground works that are of benefit to the long term sustainability of the trail, in liaison with the JMP;
- d) To accept funds through grant applications, donations and corporate sponsorship to help manage, develop and maintain the trail;
- e) To plan and co-ordinate special events and activities on the trail, in liaison with the JMP;

- f) To uphold the integrity of the trail by promoting and encouraging the adoption of a set of standards and best practice for both commercial operators and independent walkers who use the trail;
- g) To assist in the training, advice and ongoing support for commercial operators who use the trail, in liaison with the JMP.

#### 4. MINIMUM NUMBER OF MEMBERS

The Association must have at least 5 members.

#### 5. POWERS OF ASSOCIATION

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

#### 6. ALTERING THE CONSTITUTION

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

#### 7. OFFICERS

The Officers of the Management Committee will consist of a President, Vice President, Secretary, Treasurer and a Public Officer.

#### 8. MANAGEMENT COMMITTEE

- a) The Association will be administered by a Management Committee of 7 members (5 Officers and 2 General Management Committee Members).
- b) Members of the Management Committee will be represented in the following manner:

- i. 1 member to be a current employee of the PWS;
  - ii. 2 members to be from a business/commercial background;
  - iii. 2 members to represent recreational users;
  - iv. 2 members to be general members.
- c) The President, Vice President, Secretary, Treasurer and Public Officer will be elected for terms of 12 months, that is, until the next annual general meeting.
  - d) The General Management Committee Members will be elected for terms of 12 months, that is, until the next annual general meeting.
  - e) All members of the Management Committee are eligible for re-election.
  - f) If a vacancy arises on the Management Committee before the end of the normal term for that position, the position will be filled only until that time that the position would normally be due for re-election (ie: at the annual general meeting).

#### 9. ROLE AND POWERS

- a) The business of the Association must be managed by or under the direction of a Management Committee.
- b) The Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- c) The Committee may appoint and remove staff.
- d) The Committee may establish one or more subcommittees consisting of the members of the Association the Committee considers appropriate.

#### 10. ELECTION OF MANAGEMENT COMMITTEE MEMBERS

- a) A notice seeking nominations for appointment as Officers or as General Management Committee Members shall be published in the local newspaper a minimum of fourteen days before such an appointment is to be made (ie: at the next annual general meeting).
- b) Nominations for election or re-election must be made in writing to the Secretary and delivered at least 1 week before the date fixed for the annual general meeting.
- c) Nominations for the positions of Management Committee Members can only be made by existing general members of the association, with the exception of the inaugural Management Committee.
- d) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- e) The ballot for the election of Officers and General Management Committee Members shall be conducted at the annual general meeting by secret ballot.
- f) In the event that written nominations are not received in accordance with 8 (b), nominations can be accepted from the floor at the annual general meeting.

## 11. VACANCIES OF THE MANAGEMENT COMMITTEE

An Officer or a General Management Committee Member's position becomes vacant if the Officer or General Management Committee Member:

- a) Dies;
- b) Resigns by notice in writing to the President;
- c) Is convicted of an offence under the Criminal Code;
- d) Is absent from more than 3 Management Committee meetings during one financial year in which that person has received notice without tendering an apology to the President.

## 12. SUB COMMITTEE

- a) At the discretion of the Management Committee a Sub Committee, with the powers and functions as determined by the Management Committee may be formed.

## 13. MANAGEMENT COMMITTEE MEETINGS

- a) Management Committee meetings of the Association shall be held at such a place and upon such day and at such hour as the Management Committee may from time to time determine.
- b) The Management Committee will meet no less than 3 times per annum.
- c) A quorum at the Management Committee meetings will be 5, with at least 3 to be Officers of the Management Committee.
- d) Notice of all meetings shall be given to its members by either phone, fax or email.
- e) The President shall preside as chairperson at every Management Committee Meeting of the Association. In his or her absence, the Vice President shall preside as chairperson. In the event that both are unavailable, the Management Committee shall elect one Officer to fulfil this role.
- f) General members may attend Management Committee meetings.

## 14. ANNUAL GENERAL MEETINGS

- a) The Association must hold its first annual general meeting within 18 months after its incorporation.
- b) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- c) The ordinary business of the annual general meeting shall be
  - i. To confirm the minutes of the last annual general meeting and any other general meeting held since that meeting;
  - ii. To receive the Association's report and balance sheet;
  - iii. To report to the JMP the activities of the Association;

- iv. To provide a forum where general members can raise issues or concerns with the Management Committee where relevant;
- v. To elect the following positions of the Management Committee:
  - i. President
  - ii. Vice President
  - iii. Treasurer
  - iv. Secretary
  - v. Public Officer
  - vi. General Management Committee Member (x2)
- vi. To accept membership fees.

#### 15. NOTICE OF ANNUAL GENERAL MEETINGS

- a) A minimum of fourteen days prior to the annual general meeting, the Secretary shall place an advertisement stating the date, time and place of the annual general meeting in the local newspaper.
- b) Notice of the annual general meeting shall also be given by the President to its members by either phone, fax or email.

#### 16. SPECIAL GENERAL MEETINGS

- a) A Special General Meeting may be called:
  - i. By the President and/or a majority of the Management Committee or;
  - ii. At the written request of no less than 10 general members.

#### 17. NOTICE OF SPECIAL GENERAL MEETINGS

Notice of all Special General Meetings shall be given by the President to its members by either phone, fax or email, at least twenty one days prior to the Special General Meeting.

#### 18. VOTING – MANAGEMENT COMMITTEE & GENERAL MEETINGS

- b) Every Management Committee Member is entitled to one (1) vote at a Management Committee Meeting. Voting shall be by a show of hands, unless any Management Committee Member requests a secret ballot.
- c) At any Management Committee Meeting, the President shall declare that a resolution has been carried if it achieves a clear majority, and an entry in the minute book of the Association shall be sufficient evidence of the vote. In the case of a tied vote, the President shall have the casting vote.
- d) In all matters put to a vote at general meetings, all financial members of the Association (individual, family or corporate) shall have one (1) vote. Voting shall be a show of hands, unless otherwise determined by the President.

- e) Corporate members shall appoint one person to represent them at general meetings. The corporation must inform the Management Committee of their representative before voting rights are given.

## 19. MINUTES

Detailed minutes of every Management Committee Meeting and any other meeting shall be kept. Such minutes must be signed by the President of the meeting in question and shall provide evidence of the proceedings and shall be binding on all members.

## 20. GENERAL MEMBERSHIP

- a) Membership to the Association will be open to all those that support the objectives of the Association. The following are the membership categories:

- Individual Membership
- Family Membership
- Corporate Member

- b) Membership fees will be determined by the Management Committee, and accepted at the annual general meeting.
- c) General members will have the right to attend the annual general meeting, where they will be able to vote on matters placed on the agenda.
- d) The Secretary shall keep and maintain a register of members in accordance with section 27 of the Act. That register will be kept at his or her place of residence, or elsewhere if determined by the Management Committee.

## 21. ACCOUNTS

- a) The Association shall keep proper accounting and other records and shall present at each annual general meeting after the first annual general meeting a properly audited statement of receipts and payments which shall be up to date.
- b) The Treasurer of the Association shall keep all general records, accounting books and records of all receipts and expenditure in relation to the association.
- c) The accounts, books and records shall be kept at such a place as the Management Committee determines.

## 22. BANKING & FINANCE

- a) The Treasurer will act on behalf of the Association and receive all monies paid to the Association and issue a receipt for these monies as soon as possible.
- b) The Management Committee shall cause to be opened a banking account with such bank as the Management Committee decides in the name of the Association into which all monies received shall be paid by the Treasurer as soon as possible.
- c) No cheques shall be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the Management Committee.
- d) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by any two Management Committee Members as appointed by the Management Committee.

### 23. AUDIT

- a) At its first meeting, the Management Committee shall appoint a qualified accountant, who is not a member of the Association as the auditor of the Association.
- b) The person so appointed shall retire at the first annual general meeting but shall be eligible for re-appointment. Thereafter the auditor shall be appointed at each annual general meeting of the Association.
- c) The auditor shall examine the accounts of the Association at least once in each financial year, and report to members at the annual general meeting.
- d) The Treasurer shall ensure all relevant account records, books and other records are provided to the auditor for proper examination.

### 24. INCOME & PROPERTY

The income and property of the Association however derived shall be applied solely towards the promotion of the objects and purposes of the Association and no part thereof shall be paid or transferred directly or indirectly, by dividend, bonus, or otherwise to any member of the Association.

### 25. FINANCIAL YEAR

The financial year of the Association is the period of 12 months ending on 30<sup>th</sup> of June.

### 26. DISCLOSURE OF INTEREST

Where a Management Committee Member has a pecuniary interest in a matter which is before a general meeting or Management Committee Meeting, that member shall declare the nature of that interest and take no part in any deliberations or decisions of the Management Committee in respect to that matter.

### 27. THE COMMON SEAL

- a) The common seal of the Association must not be used without the express authority of the Management Committee and every use of that common seal must be recorded by the Secretary.
- b) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
  - i. the President;
  - ii. the Secretary;
  - iii. the Treasurer.
- c) The common seal of the Association must be kept in the custody of the Secretary or another person the Management Committee from time to time decides.

### 28. GRIEVANCE AND DISPUTES PROCEDURES



- a) This clause applies to disputes between –
  - i. a member and another member; or
  - ii. a member and the Management Committee.
  
- a) 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.
  
- b) 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.
  
- c) The mediator must be –
  - i. A person chosen by agreement between the parties; or
  - ii. In the absence of agreement –
  - iii. For a dispute between a member and another member – a person appointed by the Management Committee; or
  - iv. For a dispute between a member and the Management Committee – a person who is a mediator appointed or employed by the department administering the Act.
  - v. A member of the Association can be a mediator.
  - vi. The mediator cannot be a party to the dispute.
  - vii. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
  - viii. The mediator, in conducting the mediation, must –
  - ix. give the parties to the mediation process every opportunity to be heard;
  - x. allow due consideration by all parties of any written statement submitted by any party; and
  - xi. ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
  - xii. The mediator must not determine the dispute.
  - xiii. 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.

## 29. DISSOLUTION OF ASSOCIATION

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.

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.