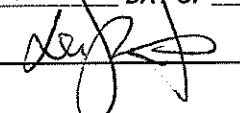


# FILIPINO AUSTRALIAN ASSOCIATION OF THE NORTHERN TERRITORY, INC.

## CONSTITUTION

THIS IS THE ANNEXURE MARKED 'A' REFERRED TO IN THE STATUTORY DECLARATION OF  
John Rivas  
(Name of Public Officer)

MADE ON THE 30<sup>th</sup> DAY OF May 202006

BEFORE ME   
(signature of witness on statutory declaration)

**AMENDED 6 MAY 2006**

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# CONSTITUTION

## 1. NAME

The name of the Association is - The FILIPINO AUSTRALIAN ASSOCIATION OF THE NORTHERN TERRITORY, INCORPORATED

## 2. INCORPORATION

The Association was incorporated on the 29th April 1980, a non profit organisation, under the Association Incorporated Ordinance 1963-1969.

## 3. MINIMUM NUMBER OF MEMBERS

The Association must have at least seventy financial members.

#### 4. DEFINITION

In this Constitution, unless the contrary intention appears –

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

**Executive Committee** means the Management Committee 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;

**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 48 and passed in accordance with section 37 of the Act.

**A.G.M.** means annual general meeting.

**All meetings** means all general and special meetings.

**Association** means Filipino Australian Association of the Northern Territory, Inc.

**FAANT** means the Filipino Australian Association of the Northern Territory, Inc.

**Financial Member** means a member who has paid the current membership fee set during the Annual General Meeting.

**Financial Year** means the year ending 30 June.

**General Meeting** means a meeting of members in accordance with clause 44

#### 5. OBJECTIVES

The objectives of the Association are:

- (a) To promote friendship among Filipinos in the Northern Territory and between Filipinos and other nationalities in the Northern Territory.
- (b) To welcome all Filipinos to the Northern Territory and assist all Filipino migrants in their integration and settlement into the community.
- (c) To promote cultural aspects of the Philippines.
- (d) To cooperate with governmental and/or other bodies in any way that will further the welfare and development of the community.
- (e) To engage in social and any other activities necessary to attain the Association's objectives free from any political and religious alignment.

- (f) To engage in benevolent activities which will advance the cause of member in need.
- (g) In the application of this constitution, individual rights in terms of natural justice shall be preserved.

## **6. 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.
  - (h) undertake the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objectives or purposes of the Association.

## **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**

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

## **10. MEMBERSHIP**

- (1) Membership is open to all persons and associations which subscribe to the objectives of the Association. An applicant must be duly proposed by a financial member and seconded by another financial member. Approval of such application is subject to the payment of the set fee and to the acceptance of the executive committee at its monthly meeting, at which stage membership commences. The new member will be notified in writing of the outcome of the application.

- (2) A right, privilege, or obligation of a person by virtue of his membership of the Association is not capable of being transferred or transmitted to another person; and
- (3) All membership fees shall be paid every year on/or before the 1st of July each year. Renewal of notice shall be posted at least one (1) month prior to the date to the members to their last known postal address.
- (4) Account shall be posted to each current member.
- (5) New members pay their membership fee on a pro-rata to the date; if they join after the final date mentioned in the above paragraph.
- (6) Members will be issued with membership I.D. card.
- (7) No refund of membership fee will be issued when a member resigns from the Association.

#### **11. HONORARY MEMBERS**

- (1) At the AGM or general meeting members may ratify by two-thirds (2/3) vote any person recommended by the Executive Committee as an honorary member of the Association for a period of five (5) years in recognition of services rendered in promoting the interests of the Association.
- (2) An honorary member who is at the same time a financial member has the right to vote.

#### **12. FAMILY**

Adults and children under the age of 18 and dependent students over the age of 18.

#### **13. INDIVIDUAL**

18 years old and above.

#### **14. JUNIOR**

14 years old up to under 18 years old.

#### **15. COUNTRY MEMBERSHIP**

- (1) Country membership shall apply to any person who, normally lives more than 50 km from Darwin GPO, or persons being for no reason of their own unable to attend regular meetings and functions, but for the before mentioned reasons would like to stay or become a member of the Association.
- (2) Country members shall only pay an annual membership fee of five dollars (\$5.00)
- (3) A country member shall have no voting rights.

## **16. AFFILIATED MEMBER/S - MEMBERSHIP**

- (1) Affiliated Members shall mean a person/s or groups being financial member of a sports, ethnic or social club which has been approved by the Executive Committee to be associated with the FAANT.
- (2) In the event of a group seeking to affiliate, the condition under which affiliated group may operate shall be documented in a JOINT USER AGREEMENT which must show clearly the Legal responsibility between the FAANT and the joining group.
- (3) No affiliation shall take effect without the JOINT USER AGREEMENT BEING SIGNED AND SEALED BY BOTH PARTIES.
- (4) Affiliated members shall pay 50% per year of the single membership fee.
- (5) Affiliated members have no voting rights during the AGM at special or general meetings.

## **17. MEMBER'S RIGHTS AND OBLIGATIONS**

- (1) Financial members for at least the previous twelve (12) months from date of membership under clause 12 and clause 13 who are 18 years of age and over may stand for office.
- (2) Financial members may vote and take part in business procedures at all meetings of the Association.
- (3) Financial members are free to call upon the Association for assistance or guidance should the need arise.

## **18. GENERAL**

- (1) Subject to clause 19 (2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Association –
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates on the cessation of membership whether by death, resignation or otherwise.

## **19. VOTING**

- (1) Subject to subclause (2) and clauses 15 and 16, each financial member has one vote at general meetings of the Association.
- (2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

## **20. 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.

## **21. ACCESS TO INFORMATION ON ASSOCIATION**

The following must be available for inspection by members:

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

## **22. RAISING GRIEVANCES AND COMPLAINTS**

- (1) A member may raise a grievance or complaint about a committee member, the Committee or another member of the Association.
- (2) The grievance or complaint must be dealt with by the procedures set out in clause 56.

## **23. TERMINATION OF MEMBERSHIP**

Membership of the Association may be terminated by –

- (a) a notice of resignation addressed and posted to the Association or given personally to the Secretary or another committee member;
- (b) non-payment of the annual membership fee, or
- (c) expulsion in accordance with this Division.

## **24. DEATH OF MEMBER OR WHEREABOUTS UNKNOWN**

If a member dies or the whereabouts of a member are unknown, the Committee must cancel the member's membership.

## **25. SUSPENSION OR EXPULSION OF MEMBERS**

- (1) If the Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must –
  - (a) be in writing and include –
    - (i) the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
    - (ii) the particulars of the conduct; and
  - (b) be given to the member not less than 30 days before the date of the committee meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.



- (4) The Committee 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 26, 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.

## **26. APPEALS AGAINST SUSPENSION OR EXPULSION**

- (1) A member who is suspended or expelled under clause 25 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee'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 Committee 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 Committee to suspend or expel him or her is confirmed by a resolution of the members.

## **27. EXECUTIVE COMMITTEE-ROLE AND POWERS**

- (1) The business of the Association must be managed by or under the direction of a Management Committee.
- (2) 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.
- (3) The Committee may appoint and remove staff when appropriate or necessary.
- (4) The Committee may establish one or more subcommittees consisting of the members of the Association the Committee considers appropriate.

## **28. COMPOSITION OF EXECUTIVE COMMITTEE**

- (1) The Management Committee consists of –
  - (a) a President/Chairperson;
  - (b) a Vice-President/Chairperson;
  - (c) a Secretary;
  - (d) a Treasurer; and
  - (e) nine (9) other committee members.
- (2) Unless elected directly as a separate office holder, the Executive Committee must appoint one committee member to be the Association's public officer.

## **29. DELEGATION**

- (1) The Committee 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 Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke wholly or in part the delegation.

## **30. ELIGIBILITY OF COMMITTEE MEMBERS**

- (1) A committee member must be a member who is 18 years or over.
- (2) A committee member must also meet the criteria provided in the Schedule.
- (3) Committee members must be elected to the Committee at an annual general meeting or appointed under clause 33.
- (4) The Executive Committee shall consist of NO LESS THAN two-thirds (2/3) Filipino or Filipino descent financial members.
- (5) Before being eligible to become an Executive Committee member, a candidate must have been a financial member of the FAANT for at least the previous twelve (12) months from date of membership.

## **31. NOMINATIONS FOR ELECTION TO COMMITTEE**

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

## **32. RETIREMENT OF EXECUTIVE COMMITTEE MEMBERS**

- (1) An Executive Committee member holds office for two years and until the annual general meeting at the end of those two years or unless the member vacates the office under clause 35 or is removed under clause 36.

- (2) Subject to subclause (3), at an annual general meeting the office of each Executive Committee member becomes vacant and elections for a new Executive Committee must be held.
- (3) The Chairperson of the outgoing Executive Committee must preside at the annual general meeting until a new member is elected as Chairperson.
- (4) Members may serve consecutive terms on the Executive Committee.

### **33. ELECTION BY DEFAULT**

- (1) If the number of persons nominated for election to the Committee under clause 31 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as members of the Committee at the annual general meeting.
- (2) If vacancies remain on the Committee after the declaration under subclause (1), additional nominations of committee members may be accepted from the floor of the annual general meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to be duly elected as members of the Committee.
- (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 37.

### **34. ELECTION BY BALLOT**

- (1) If the number of nominations exceeds the number of vacancies on the Committee, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (3) The members chosen by ballot must be declared by the Chairperson to be duly elected as members of the Committee.

### **35. VACATING OFFICE**

The office of a committee member becomes vacant if –

- (a) the member –
  - (i) is disqualified from being a committee member under section 30 or 40 of the Act;
  - (ii) resigns by giving written notice to the Committee;
  - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
  - (iv) ceases to be a resident of the Territory; or
  - (v) ceases to be a member of the Association;

- (b) the member is absent from more than –
  - (i) 3 consecutive committee meetings; or
  - (ii) 3 committee meetings in the same financial year without tendering an apology to the Chairperson;
 

of which meetings the member received notice and the Committee has resolved to declare the office vacant; or
- (c) in any of the circumstances provided for by the Schedule.

### **36. REMOVAL OF COMMITTEE MEMBER**

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

### **37. FILLING CASUAL VACANCY ON COMMITTEE**

- (1) If a vacancy remains on the Committee after the application of clause 33 or if the office of a committee member becomes vacant under clause 35, the Committee may appoint any member of the Association to fill that vacancy.
- (2) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

### **38. COLLECTIVE RESPONSIBILITY OF COMMITTEE**

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

### **39. PRESIDENT/CHAIRPERSON AND VICE-PRESIDENT/VICE-CHAIRPERSON**

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

#### **40. SECRETARY**

The Secretary must –

- (a) coordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act;
- (c) maintain the register of members in accordance with section 34 of the Act;
- (d) unless the 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 41(5) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

#### **41. TREASURER**

(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 Committee 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 committee member, or by any 2 other committee members authorised by the Committee.
- (2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- (3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.
- (4) If directed to do so by the Chairperson, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
- (5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.
- (6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

#### **42. PUBLIC OFFICER**

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

## MEETINGS

### 43. ANNUAL GENERAL MEETINGS

- (1) The Annual General Meeting shall be held on the second Saturday of November. All members shall be notified no less than fourteen (14) days in writing and 14 days through the media prior to the AGM.
- (2) The notice must specify –
  - (a) when and where the meeting is to be held; and
  - (b) the particulars of and the order in which business is to be transacted.
- (3) The audited financial statement shall be made available to all financial members 14 days prior to the AGM and financial members must be advised of this writing.
- (4) The order of business for each annual general meeting is as follows:
  - (a) first – the consideration of the accounts and reports of the Committee;
  - (b) second – the election of new Executive committee members; for a term of two years
  - (c) executive Committee members may serve consecutive termsthird – any other business requiring consideration by the Association at the meeting.
- (5) The annual membership fee for all classes of membership shall also be determined at the AGM each year.

### 44. GENERAL MEETINGS

General Meetings shall be held every three (3) months. Members shall be notified in writing no less than 14 days prior to the meeting.

### 45. QUORUM

- (1) The quorum for general meeting shall be twenty five (25) financial members.
- (2) If at any general or special meeting there will be no quorum within thirty (30) minutes of the time appointed of the meeting, then the meeting shall reconvene fourteen (14) days later; the members shall be advised accordingly. At such subsequent meeting any number of financial members present shall constitute a quorum for the purpose of that meeting.
- (3) A quorum for Executive Committee meetings shall be seven (7).

### 46. NOTICE OF MEETINGS

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

- (b) sending it by post to a member at the address of the member appearing in the register of members.
- (2) If a notice is sent by post under subclause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

#### **47. VOTING**

- (1) Subject to clauses 15, 16 and 19 (2), each member present in person at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting –
  - (a) an ordinary resolution put to the vote is decided by a majority of votes made in person
  - (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person in favour of the resolution.
- (3) A poll may be demanded by the Chairperson or by 3 or more members present in person.
- (4) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.
- (5) The Chairman shall have his/her deliberate vote.
- (6) Only financial members who have signed the attendance record have the right to vote.

#### **48. SPECIAL RESOLUTIONS**

- (1) A special resolution may be moved at any general meeting of the Association.
- (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 unless otherwise provided in the Schedule.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (4) The Executive Committee –
  - (a) may at any time convene a special general meeting;
  - (b) must, within 30 days after the Secretary receives a notice under clause 26(1), convene a special general meeting to deal with the appeal to which the notice relates; and
  - (c) must, within 30 days after it receives a request under clause 49(1), convene a special general meeting for the purpose specified in that request

#### **49. SPECIAL GENERAL MEETINGS**

- (1) Half the number of members constituting a quorum for a general meeting may make a written request to the Committee for a special general meeting unless otherwise provided in the Schedule.

- (2) The request must –
  - (a) state the purpose of the special general meeting; and
  - (b) be signed by the members making the request.
- (3) If the Committee fails to convene a special general meeting within the time allowed –
  - (a) for clause 48(4)(b) – the appeal against the decision of the Committee is upheld; and
  - (b) for clause 48(4)(c) – the members who made the request may convene a special general meeting as if they were the Committee.
- (4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days notice of a special general meeting.
- (6) The notice must specify –
  - (a) when and where the meeting is to be held; and
  - (b) the particulars of and the order in which business is to be transacted.

## **50. Executive Committee**

The Executive Committee shall meet at least once a month and whenever it is considered necessary by the executive committee members. Sub-committees shall meet whenever it is necessary by its members.

- (1) **Voting and decision making**
  - (a) Each executive committee member present at the meeting has a deliberative vote.
  - (b) A question arising at an executive committee meeting must be decided by a majority of votes.
  - (c) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.
- (2) **Procedure and Order of Business**
  - (a) The procedure to be followed at a committee meeting must be determined from time to time by the Committee.
  - (b) The order of business may be determined by the members present at the meeting.
  - (c) Only the business for which the meeting is convened may be considered at a special meeting.



**(3) Disclosure of Interest**

- (a) A committee 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 Committee in accordance with section 31 of the Act.
- (b) The Secretary must record the disclosure in the minutes of the meeting.
- (c) The Chairperson must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

**51. CHAIRING OF MEETINGS**

The President of the Association shall be the Chairman at all general or special meetings. Should he/she not be present, then the Vice-President shall take his/her place. And if the Vice-President is not present, the financial members shall elect a Chairperson among the financial members present.

**52. STANDING ORDERS**

At all meetings the Standing Orders (Appendix A) of meeting procedures shall be followed.

**FINANCIAL MANAGEMENT**

**53. INCOME AND PROPERTY OF FAANT, INC.**

- (1) The income and property of the FAANT Inc., however derived, shall be applied solely toward the promotion of the objectives and purposes of the FAANT and no portion thereof shall be paid or transferred directly or indirectly, by dividend, bonus or otherwise, to any members of the FAANT, Inc.
- (2) All properties bought by the Association or donated to the Association shall remain its properties until dissolution.

**54. FUNDS AND ACCOUNTS**

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the Committee 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 committee members.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- (5) With the approval of the Committee, 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.

## **55. ACCOUNTS AND AUDITS**

The responsibility of the Committee under clause 38(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.

## **GRIEVANCE AND DISPUTES**

### **56. GRIEVANCE AND DISPUTES PROCEDURES**

- (1) This clause applies to disputes between –
  - (a) a member and another member; or
  - (b) a member and the Committee.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be –
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement –
    - (i) for a dispute between a member and another member – a person appointed by the Committee; or
    - (ii) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
  - (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and

- (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### **57. SEAL OF THE ASSOCIATION**

- (1) The Association shall have a Common Seal made in form of a rubber stamp which shall state the following words: Filipino-Australian Association of the Northern Territory of Australia, Inc., Common Seal.
- (2) The Common Seal must be affixed to all legal binding Document of the Association to which a duly constitute Executive Committee meeting has given its consent.
- (3) The President and the Secretary only, must jointly sign all Documents affixed with the Common Seal.

#### **58. DISSOLUTION OF THE ASSOCIATION**

The Association can only be dissolved by special resolution as described in section 37 of the Act and upon a vote of three-quarters majority of the financial members present at a Special Meeting convened to consider such question. Notice of such a meeting shall be given in writing to all members at least twenty one (21) days before the meeting.

#### **59. DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP**

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another association incorporated under the Act that –
  - (a) has similar objects or purposes;
  - (b) is not carried on for profit or gain to its individual members; and
  - (c) is determined by resolution of the members.
- (3) No member is liable to contribute towards the payment of the liabilities of the Association or the costs incurred in the event of winding up of the Association

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TERRITORY BUSINESS CENTRE  
DARWIN

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Officer