

TOP END MUD RACING ASSOCIATION INCORPORATED

CONSTITUTION

Adopted 28 May 2016



TOP END MUD RACING ASSOCIATION: CONSTITUTION

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TOP END MUD RACING ASSOCIATION: CONSTITUTION

1. NAME

The name of the association shall be "Top End Mud Racing Association Incorporated" hereinafter called TEMRA or the Association.

2. THE BASIC AIMS OF TEMRA

To establish maintain and provide administrative support for the activity known as Mud Racing as an alternative motor sport.

3. THE BASIC OBJECTIVES OF TEMRA

Among other things which the Executive Committee deems appropriate from time to time, the basic objectives of TEMRA are to:

- administer and oversee the operation of a Mud Racing association dedicated to the furtherance of the sport in the Northern Territory, this to include the maintenance of the Association's permanent public venue at the Hidden Valley Motor Sports Complex (or the securing and maintenance of any other venue which may be desirable in the future)
- develop, plan and maintain a sporting calendar that includes regular race meetings
- take reasonable care in service of the needs of the Association's membership base
- pursue every possible means to ensure the safety and wellbeing of the participants and observers
- ensure the additional facilities and services brought on site not directly associated with racing are of a good standard and comply to health, safety and hygiene regulations
- develop a corporate image which is easy identifiable within the community and particularly within Motor Sporting circles
- increase the general public's awareness of, and interest in, the sport of mud racing
- uphold and protect the reputation, property and assets of the Association and the sport of mud racing

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4. POWERS

TEMRA shall have the power to take such actions which in its opinion are necessary or desirable for carrying out its Aims and Objectives or as are in any way incidental thereto, and in particular and without in any way limiting generality of the foregoing, shall have power to:

- 4.1 Acquire, hold, deal with, and dispose of, any real property;
- 4.2 Administer any property in trust;
- 4.3 Open and operate accounts with financial institutions;
- 4.4 Invest its money;
 - 4.4.1 In any security in which trust moneys may, by Act of Parliament be invested; or
 - 4.4.2 In any other manner authorised by its Executive Committee in accordance with its Constitution;
- 4.5 Raise, borrow and lend money upon such terms and conditions as it thinks fit;
- 4.6 Give such security for the discharge of its liabilities as it thinks fit;
- 4.7 Appoint agents for transacting business on its behalf; and
- 4.8 Enter into any contracts it considers necessary or desirable.

5. MEMBERSHIP OF TEMRA

- 5.1 Members are persons who subscribe to the Aims and Objectives of TEMRA and who are eligible for membership. The reference to person(s) herein after is taken to mean individuals or organisations.
- 5.1a The Association shall have, at all times, a minimum of five (5) members in conformance with s 26 of the *Associations Act* (NT).
- 5.2 A person is approved for membership as provided in these Rules is eligible to be a member of TEMRA on payment of the annual subscription as prescribed by the Executive Committee.

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- 5.3 Upon a nomination being received, the Secretary shall ensure, with as little delay as possible, that the nominee is provided with notice pursuant to cl 29, that he/she has been accepted for membership of TEMRA and, upon receipt of the sum payable by or on behalf of the nominees as their first year's subscription, shall ensure the nominee's name is entered in a register of members to be kept by the Secretary, whereupon the nominee becomes a member of TEMRA.
- 5.4.1 The annual membership fee is the amount determined from time to time by the Executive Committee and may be increased, provided that a quorum of members of the Executive Committee present at the meeting approves an increase in the subscription fee, pursuant to clause 6.2.5.
- 5.4.2 Annual subscription fees become due and payable two weeks prior to the beginning of each season or as determined by the Executive Committee from time to time.
- 5.4.3 A member whose subscription is not paid within sixty (60) days after the due date referenced in clause 5.4.2 ceases to be a member of TEMRA unless the Executive Committee determines otherwise pursuant to clause 5.8.5.
- 5.4 A member of TEMRA may at any time resign from TEMRA by delivering or sending by post or email to the Executive Committee a written notice of resignation.
- 5.5 Upon receipt of a valid notice resignation (see cl 5.4), the Public Officer shall ensure the name of the member to whom the notice was received is removed from the register of members, whereupon that member ceases to be a member of TEMRA.
- 5.6 Each financial member is entitled to have a proxy act on his or her behalf. The proxy, who must be a financial member, is appointed to act under an instruction in writing dated and signed by the member.
- 5.7 A right, or obligation of a person by virtue of his or her membership of TEMRA.
- 5.7.1 Is not capable of being transferred or transmitted to another person (except as detailed in clause 5.6); and
- 5.7.2 Terminated upon the cessation of his/her membership, whether by death, resignation, or otherwise.
- 5.8 Membership ceases if;
- 5.8.1 TEMRA receives a written resignation for a member;
- 5.8.2 A majority of all members vote at a Annual General Meeting to expel a member.
- 5.8.3 A majority of members vote at a General Meeting to cancel membership.
- 5.8.4 A member fails to renew membership; or

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- 5.8.5 A member has membership fees under clause 5.3 in arrears for a period of sixty (60) days, the membership shall be terminated. In such an instance, the Secretary of the Association shall advise the member in writing of the termination, explaining the reason for termination. The member shall also be advised in writing that the member may make payment of the amount in arrears and seek reinstatement in writing, subject to the approval of a majority of the Executive Committee.

6. MANAGEMENT OF TEMRA

The affairs of TEMRA shall be managed by a Board of Directors hereafter called the Executive Committee.

- 6.0 The following shall be the responsibility of all members variously and severally:

- 6.01 As soon as practicable after being elected to the Executive Committee, and each Executive Committee member must become familiar with the *Associations Act* and regulations made under the *Associations Act*, including, but not limited to ss 31 to 33 of the *Associations Act* which govern conflicts of interests and the duties of officers and Executive Committee members.
- 6.02 Upon election to the Executive Committee for the first time, each new Executive Committee member will be provided with a copy of the *Associations Act* and asked to sign an affidavit confirming receipt of the *Associations Act* and review of its provisions.
- 6.03 The Executive Committee is collectively responsible for ensuring the Association complies with the *Associations Act* and regulations made under the *Associations Act*.

- 6.1 The Executive Committee shall consist of;

- 6.1.1 A president
- 6.1.2 A vice president
- 6.1.3 A secretary
- 6.1.4 A treasurer
- 6.1.5 A public officer
- 6.1.6 Such other members as may be co-opted from time to time, provided that these are members of TEMRA and approved by a majority of the Executive Committee, and that the number of co-opted members shall not exceed the number of elected members.

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6.2 The Executive Committee

- 6.2.1. Shall control and manage business and affairs of TEMRA,
- 6.2.2 May, subject to these rules, exercise all such powers and functions as may be exercised by TEMRA other than those powers and functions that are required by the Rules to be exercised by the Annual General Meeting of TEMRA;
- 6.2.3 Subject to the *Associations Act* and these rules, has the power to perform all such acts and things as appear to the Executive Committee of TEMRA to be essential for the proper management of the business and affairs of TEMRA.
- 6.2.4 Shall have the power to appoint sub-committees for the purposes of carrying out such functions of TEMRA as the Executive Committee directs. Such sub-committees may include non-members of TEMRA, but must include at least one member of the Executive Committee who is responsible for the activities of that sub-committee.
- 6.2.5 The Executive Committee shall meet as required but no less than four (4) times per calendar year. The Executive Committee shall report in writing to each Executive Committee meeting, Annual General Meeting and Special General Meeting. The quorum of the Executive Committee shall be fifty percent (50%) of the membership of that body as provided in clause 8 below.

7. EXECUTIVE OFFICERS OF TEMRA

- 7.1 The Executive Officers of TEMRA shall be elected at the Annual General Meeting (or "AGM") from among members of TEMRA.
 - 7.1.1 In order to be nominated or elected to serve on the Executive Committee, a person must be:
 - (i) a resident of the Northern Territory of Australia;
 - (ii) a Executive Committee member must be a member who is 18 years or over;
 - (iii) of good character within the meaning of s 30 of the *Associations Act*; and
 - (iv) elected to the Executive Committee at an annual General Meeting or appointed under the cl 7.2
 - 7.1.2 Under no circumstances shall a person who has been either adjudged an insolvent under administration or convicted of any crime, offense or violation of the *Associations Act* within or outside of the Territory be appointed to the Executive Committee.

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7.2 In the event of a casual vacancy occurring in the office of one of the office bearers, then the Executive Committee shall appoint a member of TEMRA to fill the vacancy at a meeting of the Executive Committee upon a majority vote of the members of the Executive Committee present at the meeting and constituting a quorum under clause 8. Any member so appointed to the Executive Committee shall hold office until the Annual General Meeting next following.

7.3 Power and functions of Executive Office Bearers:

7.3.1 The duties of the President shall be as follows:-

- 7.3.1.1 To take the chair at all Executive Committee and General Meetings. In the absence of the President or if the President is unable to act, the chair shall be taken by the Vice President and in his or her absence some other Executive Committee person chosen by the meeting;
- 7.3.1.2 Together with the Secretary shall prepare the agenda for the Executive Committee meetings;
- 7.3.1.3 Shall ensure members have the opportunity to participate; and
- 7.3.1.4 Prepare an annual report for the AGM.

7.3.2 The duties of the Secretary shall be as follows:-

- 7.3.2.1 To conduct the correspondence of TEMRA and to have custody of all records and documents of TEMRA.
- 7.3.2.2 To ensure full and correct minutes of all procedures of TEMRA are kept.
- 7.3.2.3 To check the validity of the postal, electronic mail or proxy votes including the currency of membership of the member and the proxy holder; and
- 7.3.2.4 To enact all valid postal or electronic mail votes that are received.
- 7.3.2.5 To ensure a register of the members comprising the names and addresses of all current members of TEMRA.

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7.3.3 The duties of the Treasurer shall be as follows:-

- 7.3.3.1 To ensure monies received are paid into an account authorised by the Executive Committee in the name of TEMRA. Payment shall be made by petty cash, credit card, or by cheque by two authorised signatories of whom there shall be no more than five appointed by the Executive Committee. Unbudgeted expenditure shall be authorised in advance by the Executive Committee;
- 7.3.3.2 To ensure records are kept of all receipts and payments and other financial transactions, and are available for inspection by any Executive Committee Member;
- 7.3.3.3 To ensure that financial budgets and statements are prepared and submitted as a report to each Executive Committee Meeting;
- 7.3.3.4 To ensure that annual financial statements are prepared, audited and submitted to the Executive Committee for endorsement prior to the AGM; and
- 7.3.3.5 To do such things as may be directed by the Executive Committee.

7.4 The Executive Committee may delegate to a subcommittee, staff or volunteers any of its powers and functions other than:

7.4.1 The power of delegation under this part; or

7.4.2 A mandatory duty imposed on the Executive Committee by the *Associations Act* or any other law.

7.5 The delegation may be oral or in writing and may be subject to whatever conditions or limitations the Executive Committee considers appropriate.

7.6 The Executive Committee may, in writing, revoke wholly or in part the delegation.

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8. QUORUM FOR EXECUTIVE COMMITTEE MEETINGS

The Quorum for a meeting of the Executive Committee and any TEMRA Committee shall be one half of the membership of that body.

9. MEETINGS OF THE EXECUTIVE COMMITTEE

- 9.1 At least seven (7) days' notice shall be given of any meetings of the Executive Committee:
- 9.2 Special meetings of the Executive Committee may be called by the President, or by any five of its members at any time.
- 9.3 The notice for an Executive Committee Meeting shall be given to the Executive members, specifying the general nature of the business to be considered.
- 9.4 If fifteen (15) minutes after the time set for the meeting a quorum is not present, the meeting may take place but the decisions recorded shall be ratified at the next meeting at which a quorum is present.
- 9.5 The Executive Committee shall meet not fewer than four (4) times in each financial year.
- 9.6 A resolution in writing signed by all members of the Executive Committee, other than those who have been granted leave of absence for the period, shall be valid and effectual as if it had been passed at a meeting of the Executive Committee duly called and constituted.
- 9.7 Decisions will be made by a process of consensus in the first instance. If there is a failure to reach consensus the matter shall be put to vote and a simple majority will prevail. In the event of an equality of votes, the President will have the deciding vote.
- 9.8 Questions arising at meetings of the Executive Committee, or of any sub committee appointed by the Executive Committee, shall be determined by a show of hands, or if demanded, by a poll taken in such manner as the person presiding at the meeting may determine.

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10. DISCLOSURE OF INTEREST IN CONTRACTS

10.0

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 s 31 of the *Associations Act*.

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

10.2 The Chairperson must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with s 32 of the *Associations Act* by:

10.2.1 Declaring and disclosing the conflict of interest to the Executive Committee as soon as the Executive Committee member become aware of the conflicting interest; and

10.2.2 Disclosing to the Executive Committee and members the extent of the interest at the next annual General Meeting of the Association.

10.3 An Executive Committee member who has any indirect or direct pecuniary interest in a contract, or proposed contract, with the Association will be precluded from taking any part in the decision of the Executive Committee to enter into said contract, but may take part in deliberations with respect to the contract at the discretion of the Executive Committee.

11. PUBLIC OFFICER

11.1 The Executive Committee shall appoint a person who is a resident of the Northern Territory as Public Officer within fourteen (14) days of the position becoming vacant.

11.2 The duties of the Public Officer shall be as follows:-

11.3.1 To carry out relevant duties pursuant to the *Associations Act* or further relevant legislation;

11.3.2 To do such things as maybe directed by the Executive Committee or otherwise authorised under this Constitution or consistent with the Objects and Powers set forth herein.

11.3 The Public Officer is eligible to be an elected Office Bearer of TEMRA and shall be responsible for ensuring compliance with the notice and other provisions of ss 27 and 28 of the *Associations Act*.

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12. ELECTION OF OFFICERS AND MEMBERS OF THE EXECUTIVE COMMITTEE

12.1 The election of officers shall be conducted in the manner following:

- (a) The Executive Committee shall at least three (3) weeks prior to the date of the Annual General Meeting in each year appoint a Returning Officer for the election to conduct any elections held under this Constitution—in the event that the Secretary is a returning officer, the Secretary shall assume the role of Returning Officer under this section.
- (b) At least three (3) weeks prior to the date of the Annual General Meeting in each year the Executive Committee shall notify members of the vacancies occurring in the positions of officers which require to be filled at the Annual General Meeting.
- (c) The Executive Committee shall call for nominations to fill such vacancies returnable to the Returning Officer on or before 5.00pm pm on the fourteenth (14th) day prior to the Annual General Meeting. Nominations shall be in writing proposed by one Member entitled to vote on the election for which the nomination is made and seconded by another such Member and shall be assented to by the nominee provided however that a retiring officer shall be deemed to have been duly nominated if he assents in writing or via email to stand for re-election.
- (d) The Returning Officer shall check all nominations received to see that they comply with the Constitution, and shall reject any that do not so comply. Provided that if in such checking the Returning Officer finds that a nomination is defective in that it does not so comply with the Constitution he shall where it is practicable for him so to do within 7 days of the date of receipt of such defective nomination give to the relevant person the opportunity to remedy such defect prior to rejecting such nomination.
- (e) A person nominated for any office may at any time prior to the closing of nominations withdraw his assent to his nomination in which event his nomination for such office shall be null and void.
- (f) If on the closing of nominations the number of candidates does not exceed the number of vacancies to be filled, no vote shall be taken and the candidate or candidates as the case may be shall be declared elected by the Returning Officer at the Annual General Meeting.
- (g) If at the closing of nominations more candidates are nominated for any office than are necessary to fill such office, a ballot shall be held for such office in the manner hereinafter provided.

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The Returning Officer shall:

- (i) Cause "Ballot Papers" to be prepared setting out the names of the candidates for each office in alphabetical order indicating the number to be elected to each office, the manner in which votes are to be recorded and the date and time for closing of the ballot.
- (ii) Shall obtain a statement certifying the number of Ballot Papers printed and shall initial each Ballot Paper prior to distribution.
- (iii) Shall obtain from the secretary a list certified correct by the secretary of the members entitled to vote upon such ballot. Such list shall have the names of the Members numbered consecutively thereon and shall contain the names of all representatives appointed pursuant to cl 3.4 and shall contain such further or other information as the Returning Officer may reasonably require for the conduct of the ballot.
- (iv) Shall determine the date of commencement of issuing Ballot Papers, which will not be less than seven (7) days prior to the date determined for the Annual General Meeting, and the time and date of the close of the ballot, and shall cause to be posted by prepaid post or sent via electronic mail (or any manner authorised under cl 29 below) to each member entitled to vote.
- (v) Shall at the same time as the Ballot Papers are served upon the members entitled to vote serve upon the scrutineers (if any) notice of the respective times when and places at which he proposes to perform his various duties with respect to the conduct of the ballot.
- (vi) Shall at all times control the ballot box and inspect the ballot box to see that it is empty immediately prior to the opening of the ballot and thereupon seal the ballot box and ensure that it remains sealed until the time of the closing of the ballot.
- (vii) Shall from time to time open and print electronic mail and open postal votes that shall be delivered to him and check the names of the members thereon against the names contained in the certified list and place the votes marked "Ballot Paper" in the ballot box.
- (viii) Shall have a sealed ballot box available for personal voting at the office of the Association between the hours of 10.00am and 4.00pm on the day prior to the date of the Annual General Meeting.
- (ix) Shall after the close of the ballot open the ballot boxes and count all the votes out.
- (x) Shall after all the votes have been counted place all the used and unused Ballot Papers in a strong parcel which he shall thereupon seal and hand to the secretary.

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- (xi) At the Annual General Meeting shall declare the results of the election and submit a full report on the ballot indicating the number of Ballot Papers printed, the number distributed and the number on hand and any other relevant matters.

- (h) Ballot papers shall be completed by the member desirous of casting his vote by placing a cross in the square opposite the name of each candidate for whom he desires to vote and by placing the Ballot Paper so marked in the envelope marked "Ballot Paper" and inserting such envelope in the addressed return envelope or returning the Ballot Paper via electronic mail or hand delivery.

- (i) The member shall post or cause to be emailed or hand delivered to the Returning Officer the addressed return envelope not later than 4.00pm on the day preceding the Annual General Meeting unless the member shall desire to cast his vote in person in which event he shall between the hours of 10.00am and 4.00pm on the day preceding the Annual General Meeting.

- (j) If any Ballot Paper has been marked with some symbol other than a cross but which in the opinion of the Returning Officer clearly indicates the intention of the member voting the Returning Officer may in the absence of any other defect accept the Ballot Paper as formal.

- (k) In the case of an equality of votes:
 - (i) If only one of those who tie was an officer in the preceding year he shall be elected.
 - (ii) If two or more of those who tie have been officers in the preceding year the Returning Officer shall decide by lot which of them shall be elected.
 - (ii) If none of those who tie was an officer in the preceding year the Returning Officer shall decide by lot.

- (l) Any candidate may if he so desires appoint a scrutineer who shall be a financial member of the Association to represent his interests at any stage of the conduct of the ballot. A candidate appointing a scrutineer shall before the commencement of the ballot notify the Returning Officer in writing of such appointment and of the name of such scrutineer.

- (m) The Executive Committee may if it so desires appoint a scrutineer or scrutineers in respect of any ballot.

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- (n) The conduct and duties of scrutineers shall be as follows:
 - (i) A scrutineer shall be entitled to be present throughout a ballot and may query the inclusion or exclusion of any vote in the count but the Returning Officer shall have final determination of any votes so queried.
 - (ii) A scrutineer shall not be entitled to remove, mark, alter or deface any Ballot Paper or other document used in connection with the election.
 - (iii) A scrutineer shall not interfere with or attempt to influence any member at the time such member is casting his vote.
 - (iv) In every case the scrutineer shall observe any direction given by the Returning Officer and the Returning Officer shall take all reasonable steps by notification or otherwise to enable each scrutineer to exercise his rights but no election shall be vitiated by reason of the fact that a scrutineer does not in fact exercise any or all such rights if he has had reasonable opportunity so to do.
- (o) In the event of an office of the Association not being filled at an Annual General Meeting the retiring officer holding that office shall remain in office until the next Annual General Meeting at which he would have retired if he had been re-elected.
- (p) In the event of any candidate being elected to more than one office at an Annual General Meeting, he shall prior to the first meeting of the Executive Committee after the Annual General Meeting, by notice in writing delivered to the secretary retire from all but one of such offices and upon his so doing a casual vacancy shall be deemed to have arisen from the position or positions from which he has so retired. If such candidate shall fail to deliver such notice to the secretary within the time hereinbefore specified such candidate shall (unless the Executive Committee at its first meeting after the Annual General Meeting shall otherwise determine) be deemed to have retired from all offices to which he was elected at the Annual General Meeting and a casual vacancy shall be deemed to have arisen in respect of all such offices.

13. LEAVE OF ABSENCE

The Executive Committee may grant leave of absence to an Executive Committee member, for a period, at the written request of that member.

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14. VACATION OF OFFICE

For the purpose of these rules, the office of a Executive Committee member becomes vacant if the member;

14.1 dies;

14.2 becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors;

14.3 resigns his or her office by writing under his or her hand addressed to the Executive Committee;

14.4 fails, without leave granted by the Executive Committee, to attend three (3) consecutive meetings of the Executive Committee provided that, after the second meeting that the member failed to attend, he or she is notified in writing of the time of the next meeting and that failure to attend will result in the cessation of his or her membership of the Executive Committee;

14.5 ceases to be a member of TEMRA;

14.5.5 is convicted of a crime which carries a custodial sentence under the laws of the Northern Territory, a crime involving moral turpitude or for good cause being shown is no longer considered by a simple majority of the Executive Committee to be a fit and proper person under cl 7.1.1 above; or

14.6 fails to pay all arrears of subscription due by him within thirty (30) days after he or she has received a notice in writing stating that he or she has ceased to be a financial member of TEMRA.

16. INCOME AND PROPERTY

The assets and income of TEMRA, however derived, shall be applied solely in furtherance of the objects of TEMRA (see cl 3 above) and no portion thereof shall be distributed, directly or indirectly, by dividend, bonus, or otherwise, to any member of TEMRA except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

This does not prevent the payment in good faith to a worker or member of TEMRA of:

16.1 Remuneration in return for services actually rendered to TEMRA by the worker or member or for goods supplied to TEMRA by the worker or member in the ordinary course of business; or

16.2 Interest at current bank overdraft rate on money lent; or

16.3 A reasonable and proper sum by way of rent for premises let to TEMRA by the worker or member.

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17. ACCOUNTS AND FINANCE

- 17.01 The financial year of TEMRA is the period of 12 calendar months commencing on the 1st day of May and ending 30 April.
- 17.1 True accounts shall be kept –
- 17.1.1 of all sums of money received and expended by TEMRA and the manner and respect in which the receipt/or expenditure takes place; and
 - 17.1.2 of the property, creditors and liabilities of TEMRA.
- 17.3 The Executive Committee shall cause to be opened with such bank/s as the Executive Committee selects a banking account or accounts in the name of TEMRA into which all money received shall be paid as soon as possible after receipt thereof.
- 17.4 No cheques, electronic transfers or other debits shall be drawn on TEMRA bank account or accounts except for the payment of expenditure that has been authorised by the Executive Committee or under the provisions of this Constitution.
- 17.5 All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by such persons as the Executive Committee shall from time to time nominate for that purpose.

18. AUDITOR

- 18.1 The Executive Committee, through the Treasurer, will appoint an independent auditor at the time of no less than one month prior to the appointed time of the audit. The auditor will be selected after the Executive Committee has received three independent quotations for their consideration.
- 18.2 A person so appointed shall hold the position of auditor until the Annual General Meeting after that at which they were appointed. They are eligible for reappointment.
- 18.3 The first auditor of TEMRA may be appointed by the Executive Committee before the first Annual General Meeting, unless previously removed by a resolution of the members at a General Meeting, in which case members at the meeting may appoint an auditor to act until the first Annual General Meeting.
- 18.4 If an appointment is not made at an Annual General Meeting the Executive Committee shall appoint an auditor of TEMRA for the then current financial year of TEMRA.

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18.5 If a casual vacancy occurs in the office of auditor during the course of a financial year of TEMRA the Executive Committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

19. AUDIT OF ACCOUNTS

19.1 At least once in each financial year of TEMRA the accounts of TEMRA shall be examined by the auditor.

19.2 The auditor shall certify as to the correctness of the accounts of TEMRA and shall report thereon to the members present at the Annual General Meeting.

19.3 In his/her report, and in certifying to the accounts, the auditor shall state –

19.3.1 whether the information required has been obtained;

19.3.2 whether the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of TEMRA according to the information at their disposal and the explanations given to them and as shown by the books of TEMRA; and

19.3.3 whether the rules relating to the administration of the funds of TEMRA have been observed.

19.4 The Treasurer shall ensure a list of all accounts, books and records of TEMRA are delivered to the auditor.

19.5 The auditor;

19.5.1 has a right to access to the accounts, books, records, vouchers and documents of TEMRA; and

19.5.2 may require from the members of TEMRA such information and explanations as may be necessary for the performance of his/her duties as the auditor;

19.5.3 may employ persons to assist in the investigation of the accounts of TEMRA; and

19.5.4 may, in relation to the accounts of TEMRA, question any member of the Executive Committee or any member or officer of TEMRA.

20. ANNUAL GENERAL MEETING

20.1 TEMRA shall, in each year, hold an Annual General Meeting, hereafter referred to as AGM.

20.2 The AGM shall be held on such day (being not later than three months after the close of the financial year of TEMRA) as the Executive Committee may determine.

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20.3 The AGM shall be in addition to any other general meetings that may be held in the same year.

20.4 Not less than thirty (30) days prior to the date of the Annual General Meeting, notice shall be given to members of the time and place fixed for the Annual General Meeting. The notice must specify:

- (i) specify when and where the meeting is to be held; and
- (ii) state the particulars of and the order in which business is to be transacted
- (iii) be provided in conformance with cl 29.

20.5 The ordinary business of the AGM shall be;

20.5.1 to confirm the minutes of the last preceding AGM and of any general meeting held since that meeting;

20.5.2 to receive from the Executive Committee, auditor, and members of TEMRA reports upon the transactions of TEMRA during the last proceeding financial year;

20.5.3 to elect the Executive Committee and Officers of TEMRA;

20.5.4 to appoint the auditor, and

20.5.5 the AGM may transact special business of which notice is given in accordance with these rules.

20.6 All general meetings other than the AGM shall be called General Meetings.

20.7 **Quorum at AGM.** At a general meeting, the presence of ten (10) members constitutes a quorum.

21. SPECIAL GENERAL MEETINGS

21.1 The Executive Committee shall, on the request in writing of not less than five (5) members, convene a Special General Meeting of TEMRA.

21.2 A request for a Special General Meeting shall state the objects of the meeting and shall be signed by the members calling for the Special General Meeting and deposited at the office of TEMRA.

21.3 If the Executive Committee does not cause an Special General Meeting to be held within twenty-one days from the date which a request is deposited at the office of TEMRA, those requesting the Special General Meeting, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the request.

21.4 A Special General Meeting convened in accordance with these rules shall be convened in the same manner, as nearly as possible, as that in which those meetings are convened by the Committee.

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22. NOTICE OF SPECIAL GENERAL MEETINGS

The Secretary of TEMRA shall ensure that, not less than twenty-one (21) days written notice shall be given to members of any Special General Meeting. The notice must:

- (i) specify when and where the meeting is to be held; and
- (ii) state the particulars of and the order in which business is to be transacted
- (iii) be provided in conformance with cl 29..

23. BUSINESS AT SPECIAL GENERAL MEETINGS

23.1 All business that is transacted at Special General Meetings and all business that is transacted at the Annual General Meeting shall be deemed to be special business.

23.2 No items of business shall be resolved at a Special General Meeting unless a quorum of members entitled under these rules to vote is present.

23.3 Fifty percent plus one of members present or represented by proxy (being members entitled under these rules to vote thereat) constituted a quorum for the transaction of the business of a Special General Meeting.

23.4 If within fifteen minutes, after the appointed time for the commencement of an Special General Meeting a quorum is not present, the meeting, if convened upon request of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time unless another place is specified by the President at the time of the adjournment or by notice provided in conformance with cl 29 to members given before the day in which the meeting is not present within fifteen minutes after the time appointed for the meeting shall be dissolved.

24. ADJOURNMENT OF SPECIAL GENERAL MEETINGS

24.1 The Chairperson of an Special General Meeting at which a quorum is present, may, with the consent of the meeting, adjourn the meeting from time and place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

24.2 Where a meeting is adjourned for fourteen days or more, the like notice under cl 29 of the adjourned meeting shall be given as in the case of the original meeting.

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25. DETERMINATION OF QUESTIONS ARISING AT SPECIAL GENERAL MEETINGS

A question arising at a Special General Meeting of TEMRA shall be determined on a show of hands. Unless before or on the declaration of the results of the show of hands a poll is demanded, a declaration by the President that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority or lost, and an entry to that effect in the minute book of TEMRA is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

26. VOTES

26.1 Upon any question arising at a Special General Meeting of TEMRA, a member has one vote only.

26.2 Votes shall be given personally, by post, by electronic mail or by way of proxy following the prescribed format approved by TEMRA.

27. TAKING OF POLL

If at a meeting a poll on any question is demanded it shall be taken at the meeting in such manner as the President may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

28. WHEN POLL IS TAKEN

A poll that is demanded on the election of a President, or on a question of adjournment, it shall be taken forthwith; and a poll that is demanded on any other question shall be taken at such item before the close of the meeting as the President may direct.

29. NOTICE

Where required under this Constitution, the secretary must provide for notice by:

- (i) serving it on a member personally;

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- (ii) sending it by post to a member at the address of the member appearing in the register of members; or
- (iii) sending it by electronic mail at the address of the primary email address of the member appearing in the register of members.

If a notice is sent by post under this Clause, 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 or sent via electronic mail. Accidental failure to give notice to any member of any proceedings shall not invalidate such proceedings.

30. COMMON SEAL

- 30.1 The seal of TEMRA shall be in the form of a rubber stamp inscribed with the name TEMRA or "Top End Mud Racing Association" encircling the word "seal".
- 30.2 The seal shall not be affixed to any instruction except by authority of a resolution of the Executive Committee and in the presence of at least two (2) members of the Executive Committee or of one member of the Executive Committee and the Public Officer of TEMRA or such other person as the Executive Committee may appoint for that purpose and that attesting is sufficient for all purposes that the seal was affixed by authority of the Executive Committee.
- 30.3 The Seal shall remain in the custody of person specified for that purpose by the Executive Committee.

31. INTERPRETATION AND RULES

- 31.1 The Executive Committee shall be the sole authority for the interpretation of this Constitution and the decisions of the Executive Committee upon any question of interpretation shall be final and binding.
- 31.2 The Executive Committee shall, if necessary, establish By-Laws to govern the conduct of those matters referred to in this Constitution and such other matters as the Executive Committee may determine from time to time. Copies of the By-laws shall be available to any member of TEMRA from the office of TEMRA.

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32. ALTERATION OF THE CONSTITUTION

- 32.1 The rules may be created, amended or deleted by resolution at an Special General Meeting or Annual General Meeting provided a simple majority of all financial members present are so resolved.
- 32.2 Notice of the proposed amendment shall be included in the notice calling the above meeting in conformance with cl 29.
- 32.3 An amendment of the objects, purposes or rules is of no effect until lodged with the registrar under the provisions of s 23 of the *Associations Act*. The lodgement and compliance with the terms of s 23 of the *Associations Act* are the responsibility of the Public Officer.

33. EXPULSION OF MEMBERS

- 33.1 Subject to this rule, the Executive Committee may expel any member from TEMRA including a member of the Executive Committee if, in the opinion of the Executive Committee the member has been found guilty of conduct detrimental to the interests of TEMRA.
- 33.2 The expulsion of a member pursuant to sub-rule (33.1) of this rule does not take affect;
- 33.2.1 Until the expiration of fourteen days after the service on the member of a notice under subsection 33.3 of this rule; or
- 33.2.2 If the member exercised their right of appeal under the rule, until the conclusion of the Special General Meeting convened to hear the appeal, whichever is the later date.
- 33.3 Where the Executive Committee expels a member from TEMRA, the Secretary of TEMRA shall, without undue delay serve on the member, a notice in conformance with cl 29;
- 33.3.1 stating that the Executive Committee has expelled the member;
- 33.3.2 specifying grounds for the expulsion; and
- 33.3.3 informing the member that if they so desire they may, within fourteen days of being served with the notice, appeal against the expulsion as provided in this rule.
- 33.4 A member on whom a notice under clause 33.3, is served may appeal against the expulsion to a Special General Meeting by delivering or sending by post or email to the Secretary of TEMRA within fourteen days after service of the notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing his or her appeal.

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33.5 Upon receipt of a request under clause 33.4, the Secretary shall forthwith notify the Executive Committee of its receipt and the Executive Committee shall thereupon call an Special General Meeting of members to be held within twenty-one days after the date which the requisition is received by the Secretary.

33.6 At a Special General Meeting convened for the purpose of this rule;

33.6.1 no business other than the question of the expulsion and the Executive Committee's reasons for the expulsion shall be dealt with;

33.6.2 the Executive Committee may place before the meeting details of the grounds of the expulsion and the Executive Committee reasons for the expulsion;

33.6.3 the expelled member shall be given an opportunity to be heard; and

33.6.4 the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

33.7 If at a Special General Meeting a majority of the members present vote in favour of the lifting of the expulsion shall be lifted and the expelled member is entitled to retain his or her membership of TEMRA.

33.8 If at a Special General Meeting a majority of the members present vote in favour of confirmation of the expulsion, the expulsion takes effect, and the expelled member will cease to be a member of TEMRA.

34. INDEMNITY

No Director or other member of TEMRA shall be liable for the acts, receipts, neglects or defaults of any other member or Director of the Executive Committee, officer or servant of TEMRA for any loss occasioned by any error of judgement whatever which happens in the execution of the Director's or member's duties or in relation thereto, unless the same happens, through the member's or Director's own dishonesty, wilful malfeasance, intentional default, breach of fiduciary duty or breach of trust.

35. WINDING UP

35.1 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.

35.2 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

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36. GRIEVANCE AND DISPUTE

36.1 This clause applies to disputes between:

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

36.2 Within fourteen (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.

36.3 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 ten (10) days after the meeting, hold another meeting in the presence of a mediator.

36.4 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - a. for a dispute between a member and another member – a person appointed by the Committee; or
 - b. for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the *Associations Act*.

36.5 A member of the Association can be a mediator.

36.6 The mediator cannot be a party to the dispute.

36.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

36.8 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.

36.9 The mediator must not determine the dispute.

36.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the *Associations Act* or otherwise at law.