

## **1. Name**

- 1.1. The name of the Associate is “The Lord’s Taverners Australia Incorporated” (hereinafter called “the Association”)
- 1.2. The Association shall be a national body consisting of individual Branches and provision shall exist for the establishment and removal of Branches all of which shall be regulated in accordance with paragraph 11 of this Constitution.
- 1.3. Each Branch when constituted and for the period only of its membership of the Association shall carry the name of the Association and an abbreviation of, or the full names of that Branch whether a State, Territory or region.

## **2. Interpretation**

- 2.1. In this Constitution unless the context otherwise requires, the following words shall have the undermentioned meanings:-

“The Act” means the Associations Act in the Northern Territory.

“Committee” means the Executive Committee of the Association comprising President, Chairman and Secretary/Treasurer.

“Financial Institution” means an authorised deposit taking Institution within the meaning of Section 5 of the Banking Act 1959 of the Commonwealth.

“Association” shall mean and refer to the national Association of the Lord’s Taverners Australia comprised of a National Council and Branches.

“Council” shall mean the National Council of the Lord’s Taverners Australia constituted pursuant to this Constitution.

“Branches” shall mean the National Council of The Lord’s Taverners Australia constituted in accordance with the provisions of this Constitution.

“Representative” means a Representative of a Member who, being a financial member of that Branch, has been appointed from time to time by that Branch as its sole representative to the Association.

“Member” where referred to shall mean and include a Branch.

“The Act” means the Associations Act in the Northern Territory.

“Disadvantaged” shall mean and include youth or persons who would otherwise not be in a position to participate in a form of recreation, especially cricket, were they not otherwise assisted in doing so.

“Financial year” means the year ending 30<sup>th</sup> June.

“General Meeting” means a General Meeting of the Association convened in accordance with these rules.

- 2.2. Words importing the singular shall include the plural form and word with the masculine form shall include the feminine and vice versa.

## **3. Objects**

The objects for which the Association is established are:

- 3.1. To encourage recreational activity, especially the playing of cricket, by disadvantaged persons, especially youth, by whatever means possible; and;
- 3.2. To raise funds by any lawful means.

PROVIDED THAT the income and property of the Association wheresoever derived shall be applied solely towards the promotion of the objects of the Association as set forth herein and no portion thereof shall be paid or transferred by any means whatsoever to the members of the Association save and except nothing shall prevent the payment in good faith or proper and reasonable remuneration to any officer or employee of the Association or any member in return for services rendered, money lent or property leased to the Association.

#### **4. Office Bearers and National Council**

- 4.1. The officer bearers of the Association shall consist of a twelfth man (the first of whom is His Royal Highness the Duke of Edinburgh A.K. K.G. K.T.; a President; Chairman; Secretary; Treasurer and such other officers as shall be decided from time to time by the Council of the Association at its Annual Meeting or at any other meeting of the Council.
- 4.2. The Council of the Association shall consist of one representative from each Branch plus the following National office bearers – President, Chairman, Secretary and Treasurer. (Each of these shall carry the prefix *National*).
- 4.3. The positions of President, Chairman, Secretary and Treasurer of the Association and Council shall be elected by the members of the Council by a majority vote of the Council. **These positions will constitute the Executive Committee.**
  - a. **If the number of nominations exceeds the number of vacancies on the Committee ballots for those positions must be conducted**
  - b. **The ballot must be conducted in a manner determined from time to time by resolution at a General Meeting**
  - c. **The members chosen by the ballot must be declared by the Chairperson to be duly elected as members of the Committee**
  - d. **The Annual General Meeting will also elect a Public Officer.**
  - e. **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.**
  - f. **The Public Officer must keep the current copy of the Constitution of the Association.**
- 4.4. Any casual vacancy arising amongst the office bearers may be filled by the Council and the person so appointed to fill such vacancy shall hold office for the unexpired term of the replaced office bearer.
- 4.5. Nominations in writing for the election of office bearers shall be made with the consent of the candidate and such nominations signed by the proposer and seconder both of whom shall be Representatives and shall be in the hands of the Secretary no later than forty-eight (48) hours before the Annual Meeting. Nominations for Representative on the Council of the Association shall be made by the Committee of each Branch and after their election in general meeting of each Branch and upon such nomination shall be deemed elected to the Council.
- 4.6. In the event of the full number of officers not being elected or any particular office not being filled at the meeting the same may be appointed by the Council to hold office until the next Annual Meeting.
- 4.7. If two or more candidates receive an equal number of votes the Chairman of the meeting shall call for another vote and should the result of the second vote be again equal then the Chairman shall have a second or casting vote.

- 4.8. Only persons who are a member of a Branch which is a member of the Association shall be eligible to be a representative of that Branch and to hold office as a member of the Council.
- 4.9. The Council may made the honorary appointments of an auditor a solicitor, accountant or any other they see fit to appoint from time to time. The Council may pay an honorarium in each year of an amount agreed by the members of the Council.
- 4.10. The Council shall decide all questions arising under existing rules and shall conduct the business management and affairs of the Association from time to time.
- 4.11. The Council shall have full power to make, repeal and amend by-laws for regulating the conduct and affairs of the Association provide the same are not inconsistent with the rules contained in this Constitution. Such by-laws shall be binding upon the Members until repealed by the Council or set aside by resolutions of General Meetings of the Association convened by all the Branches.
- 4.12. All Members shall be given sixty (60) days notice in writing of the passing, amendment or repeal of any such by-laws by the Council.
- 4.13. Each and every Member of the Association hereby jointly and severally releases and indemnifies each and every Representative of the Council from time to time from any and all errors, acts or omissions of the Council or of any Member which causes pecuniary loss to the Association.
- 4.14. The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the cost charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the Member in respect of membership of the Association.
- 4.15. As soon as practical after being elected to the Committee
  - a. each Committee member must become familiar with the Act and Regulations made under the Act.
  - b. The Committee is collectively responsible for ensuring the Association complies with the Act and Regulations made under the Act.
- 4.16. A Committee Member must be a member who is 18 years or over.
- 4.17.
  - 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.

## **5. Secretary and Treasurer of the Council**

- 5.1. The Secretary shall conduct the correspondence of the Association and shall keep full and correct minutes of all meetings of the Council and generally so perform such duties as the Council may from time to time prescribe and direct.
- 5.2. The Treasurer shall keep the accounts of the Association and shall make up and sign the Annual Statement of Accounts and the Statement of Financial Position and Statement of Financial Performance of the Association in each year which shall be printed and circulated amongst the Members with the notice of the Annual General Meeting of the Council.

## **6. Proceedings and Meetings of Council and Annual Meetings**

- 6.1. The Council may meet for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit. Such meetings can be conducted physically or by telephone or a combination of both.
- 6.2. The Chairman of the Association shall act as Chairman of the Council and the Council may if felt appropriate appoint in Acting Chairman if the Chairman is not available.
- 6.3. On the request of three (3) members of the Association, the Secretary shall summon a meeting of the Council by fourteen (14) days written notice serviced upon each and every member of the Council.
- 6.4. Questions arising at any meeting of the Council shall be decided by a majority of the votes of those present. In the case of any equality of the votes the Chairman of the meeting shall have a second or casting vote. Any five (5) members (of which three (3) shall be Representative's) of the Council present shall be quorum for the transaction of the business of a meeting of the Council.
- 6.5. The Council may delegate any of its powers to committees consisting of such member or members of the Council as it thinks fit, and any committee so formed shall in the exercise of the powers so delegated conform to any directions imposed on it by the Council.
- 6.6. The meetings and proceedings of any such committee shall be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Council.
- 6.7. Any Council member save the President, Chairman, Secretary and Treasurer may from time to time appoint any person approved by the Council to be an alternate in his place during such a period as specified in writing.
- 6.8. An Annual Meeting shall be held within five months of the Associations financial year end. Such meeting shall be at such place and at such a time as the Council in its absolute discretion shall determine. There shall not be less than one (1) Council meeting in each year including the Annual Meeting of the Council.
- 6.9. For a Committee Meeting one half of the Committee members constitutes a Quorum unless otherwise provided in the Constitution.
- 6.10.
  - a. the Secretary must give notice under this Part by serving it on a member personally or sending by post or electronically to a member at the address of the member appearing in the Register of Members.
  - b. If a notice is sent under sub clause (a) it is taken to have been properly effected.

## **7. Membership**

- 7.1. Membership of the Association shall be open to all Branches approved by Council and which continue to support the objects of The Lord's Taverners Australia.
- 7.2. All Members shall be equal in status and shall have equal voting rights.
- 7.3. Membership is conditional upon:
  - a. The minimum number of members of the Association will be 6 (this number will ensure that we are still a National Body).
  - The signing of the Application Form by the Branch agreeing to be bound by the Association's Constitution as amended from time to time;

- The application being approved by two-thirds majority of the Members of the Association;
  - The applicant Branch complying with any further procedures as laid down by the Council from time to time; and
  - to continue to comply with the Association's Constitution as amended from time to time; and the failure to do so in any respect may lead to that Branch's membership being terminated and it is no longer entitled to be called The Lord's Taverners Australia (Branch).
- 7.4. Voting at any meeting including general meetings, can be in person or by proxy, the Form shall be decided by the Council.
- 7.5. In the case of equality of voting on any question the Chairman is entitled to exercise a second or casting vote.
- 7.6. A representative of a Branch is not entitled to vote at any of the Association meetings unless all moneys due are payable by the Branch to the Association have been paid.

## **8. Council Representatives**

- 8.1. Branches shall be represented at meetings of the Association by one representative for the purpose of voting and taking part in meetings of the Association.
- 8.2. Appointment of representatives shall be made by the Branches within four (4) weeks of the conduct of that Branches Annual General Meeting.
- 8.3. Representatives shall be appointed to the Association for a period of twelve (12) months. All representatives will be eligible for re-appointment by Branches.
- 8.4. Notwithstanding the provisions of the preceding paragraph any representative from a Branch may be removed from their position as a Representative by resolution of such Branch Committee of Management. If any Representative is so removed the Branch concerned shall by resolution appoint a new Representative forthwith and advise the Secretary in writing of its resolution and of the name and address of the new Representative.
- 8.5. Any right, privilege or obligation of a person creation by reason of their status of a Representative to the Association is not capable of being transferred or transmitted to another person and terminates upon the cessation of his appointment as a Representative whether by death, resignation, removal or otherwise.

## **9. Register of Representatives**

- 9.1. The Secretary shall keep and maintain a register of Representatives in which shall be entered the full name and address of the Representative and a date of entry with respect of each Representative to the Association and the register shall be available for inspection at the address of the Association.

## **10. Registration and Retirement of Representatives**

- 10.1. If a Representative from a Branch to the Association ceases to be a member or financial member of the Branch which has appointed him as a Representative, such Representative, shall at that time also cease to be a Representation to the Association.

- 10.2. Any Representative to the Association may resign as such Representative by giving written notice of such resignation to the Secretary of the Association and upon receipt by the Secretary of such notice the position of the resigning Representative shall become vacant.
- 10.3. When the position of any Representative to the Association becomes vacant it shall be filled within four (4) weeks after the vacancy has occurred by the appointment of a new Representative by the member Branch.

## **11. Resignation and Termination of Membership**

- 11.1. A Member may at any time, by giving notice in writing to the Secretary of the Council, resign their membership of the Association, but shall continue to be liable for any annual subscriptions due and unpaid or other moneys due at the date of the resignation.
- 11.2. A Member may be expelled from membership of the Association by the Council if in the opinion of such Council, after affording such Member an opportunity of offering the Council an explanation of their conduct, the conduct of the Member is such as to be detrimental to the best interests of the Association or is contumacious, dishonourable or unbecoming a member of the Association PROVIDED ALWAYS THAT:-
  - 11.2.1. Where the Council is of the opinion that a Member –
    - a. Has persistently refused or neglected to comply with a provision of this Constitution; or
    - b. Has persistently and wilfully acted in a manner prejudicial to the interests of the Association;  
the Council may, be resolution –
    - c. Expel the Member from the Association; or
    - d. Suspend the Member from such rights and privileges of membership of the Association as the Council may determine for a specified period.
  - 11.2.2. A resolution of the Council under paragraph 11.2.1, is of no effect unless the Council, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the member of a notice under paragraph 11.2.3, confirms the resolution in accordance with this paragraph.
  - 11.2.3. Where the Council passes a resolution under paragraph 11.2.1, the Secretary shall, as soon as practical, cause a notice in writing to be served on the Member-
    - a. setting out the resolution of the Council and the grounds on which it is based; and
    - b. stating that the Member may address the Council at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice; and
    - c. stating the date, place and time of that meeting; and
    - d. informing the Member that the Member may do either or both of the following:
      - i. attend and speak at that meeting;
      - ii. submit to the Council at or prior to the date of that meeting written representations relating to the resolution.
  - 11.2.4. Subject to the Act, section 50, at a meeting of the Council mentioned in paragraph 11.2.2, the Council shall-
    - a. give to the Member mentioned in paragraph 11.2.1 an opportunity to make oral representations; and

- b. give due consideration to any written representations submitted to the committee by that Member at or prior to the meeting; and
  - c. by resolution determine whether to confirm or to revoke the resolution of the council made under paragraph 11.2.1.
- 11.2.5. Where the Council confirms a resolution under paragraph 11.2.4, the Secretary shall, within seven (7) days after that confirmation, by notice in writing inform the Member of that confirmation and of the member's right of appeal under paragraph 12.
- 11.2.6. A resolution confirmed by the Council under paragraph 11.2.4 does not take effect-
- a. until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or
  - b. where within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with paragraph 12.4.

## **12. Right of appeal of disciplined member**

- 12.1. A Member may appeal to the association in general meeting against a resolution of the Council which is confirmed under paragraph 11.2.4, within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 12.2. On receipt of a notice under paragraph 12.1, the Honorary Secretary shall notify the Council which shall convene a general meeting of the Association to be held within twenty-one (21) days after the date on which the Honorary Secretary received the notice or as soon as possible after that date.
- 12.3. Subject to the Act, section 50, at a general meeting of the Association convened under paragraph 12.2.
- a. no business other than the question of the appeal shall be transacted; and
  - b. the Council and the Member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - c. the Members present shall vote by secret ballot on the question of whether the resolution made under paragraph 11.2.4 should be confirmed or revoked.
- 12.4. If the meeting passes a special resolution in favour of the confirmation of the resolution made under paragraph 11.2.4, that resolution is confirmed.

## **13. State, Territory and Regional Branches**

- 13.1. The Association which shall be referred to as "the Council" for the purposes of this Part only of this Constitution, hereby acknowledges and approves the autonomous existence of Branches of The Lord's Taverners Australia subject always to such Branches observing the provisions of this Constitution and in particular this Part.
- 13.2. The Branches of The Lord's Taverners Australia at all times shall operate and conduct their affairs in accordance with the objects and rules of the Council as embodied within this Constitution and shall acknowledge such undertaking in writing in the form required by the Council from time to time.
- 13.3. Notwithstanding paragraphs 13.1 and 13.2 hereof a Branch membership application shall not be approved by the Council unless and until a proposed Branch has nominated its

President, Chairman, Secretary and Treasurer and has provided to the Council the written acknowledgement referred to in paragraph 13.2 hereof.

- 13.4. The Council acknowledges that all moneys raised by the Branches by means of subscription or any form of fund raising as provided for in the objects of the Association shall be applied for the sole use and at the independent discretion of the Branches, and the Branches acknowledge as provided in paragraph 13.2, that such moneys raised shall only be applied and expended in accordance with the objects of the Association PROVIDED HOWEVER THAT:-
  - a. Twenty five percent (25%) or such other % as agreed to by Council from time to time of all Branches' Membership subscriptions will be paid by the Committee of each Branch in each financial year to the Secretary of the Council of the Association by 31 July in each year or at such other time determined by the Council and if required by the Council, and such moneys shall be used to defray managerial, promotional and publicity costs of the Association.
- 13.5. The Council hereby confers on each and every Branch of the Association all and any such powers arising under this Constitution and such powers of the Branches shall be exercised subject to the provisions of this Part free from any restraint whatsoever by the Council.
- 13.6. A new Branch shall be deemed to be in existence when it has approval in writing by the Council.
- 13.7. Each Branch shall elect a Committee of its Members. Each Member shall be designated a number corresponding to the chronological order of persons who have obtained membership before him or her.
- 13.8. Each Branch shall elect a Committee of its members who shall operate the business and affairs of The Lord's Taverners Australia in each Branch subject to the provisions of this Part.
- 13.9. The Committee of each Branch shall consist of a President, Chairman, Secretary and Treasurer and such other members as the committee shall determine from time to time.
- 13.10. Each Branch shall cause proper books of accounts to be kept. This shall be done in accordance with section 15 of this Constitution.

#### **14. Alteration of Rules**

- 14.1. No rule of the Association shall be repealed or altered, and no new rules shall be made save by a two-thirds majority of the members present and voting at all Annual General Meetings or at all Special General Meetings convened for such purposes.
- 14.2. One (1) calendar month's notice of the intention to propose any new rule or alteration shall be given to the Secretary, who shall post notice of the same to every Member of the Association at least fourteen (14) days before the general meeting concerned; but no such appeal alteration or addition shall be invalidated by any accidental omission to give such notice.

#### **15. Accounts of the Association**

- 15.1. The Council shall cause proper books of account to be kept with respect to-
  - a. all sums of money received and expended by the Association as the case may be and the matters in respect of which such receipts and expenditures take place;
  - b. all sales and purchases of goods by the Association; and
  - c. the assets and liabilities of the Association.

Proper books shall be deemed not to have been kept if there are not kept such books of account as are necessary for a public or chartered accountant to give a true and fair view of the state of affairs of the Association or a branch as the case may be and to explain its transactions.

- 15.2. The books of account shall be kept at the office of the Association or at such other place as the Council shall think fit, and shall always be open to the inspection by the members of the Council at all reasonable times and upon the giving of reasonable notice.
- 15.3. The Association in general meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than a member of the Council, of the accounts and books of the Association, or any of them and subject to such restrictions the accounts and books of the Association shall be open to the inspection by such members at all reasonable times.
- 15.4. A Statement of Financial Position, a Statement of Financial Performance and a Statement of Cash for the Association signed by the Treasurer or Honorary Accountant and the National Chairman of the Association shall be presented and passed to the members of Council at its Annual General Meeting.
- 15.5. All accounts with the exception of accounts in the ordinary course of business shall be presented to and passed for payment at a Council meeting or meeting of the Committee of each Branch as the case may require and full details of all such approvals shall be entered in the minute book.
- 15.6. A Bank Account in the name of the Association shall be kept at a financial institution as the Council may from time to time determine, and such account shall only be drawn against by the Secretary and Treasurer jointly or such other additional person authorised by Council to draw in lieu of either the Secretary or Treasurer.
- 15.7.
  - a. Acquire, hold and dispose of real or personal property.
  - b. Open and operate accounts with financial institutions, invest its money in any security in which Trust monies may lawfully be invested.
  - c. Enter into any other contract it considers necessary or desirable
- 15.8. The financial year of the Association is from the 1st July to 30th June.

## **16. Council Minutes**

- 16.1. The Council shall cause minutes to be made:-
  - a. of all appointments of office bearers and members of the Council;
  - b. of the names of members of the Council present at all meetings of the Association and of the Council, and
  - c. of all proceedings at all Annual Meetings of the Council.

Such minutes shall be signed by the Chairman of the meetings at which the proceedings were held or by the Chairman of the next succeeding meeting and copies of such minutes shall be circulated or posted to all members of the Council.

## **17. Dissolution**

- 17.1. The Association shall be dissolved in the event of membership being less than five (5) or upon the vote of a two-thirds majority of Members present and voting at a Special General Meeting convened to consider such question.

If upon dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

**18.**

18.1. This Constitution binds every member in the Association to the same extent as if every member in the Association had signed and sealed this Constitution and agreed to be bound by it.

**19.**

19.1. If there is any inconsistency between this Constitution and the NT Associations' Act, the Act prevails.

**20.**

20.1. a member may raise a grievance or complaint about a Committee Member, The Committee or another member of the Association.

20.2. the grievance or complaint must be dealt with by the procedures set out in the Constitution.

**21.**

21.1. This clause applies to disputes between a member and another member, or a member and the Committee.

21.2. 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.

21.3. 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.

21.4. 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.

**22.**

22.1. The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Secretary.

22.2. The affixing of the Common Seal of the Association must be witnessed by two of the following: President, Chairman, Secretary/Treasurer.

22.3. The Common Seal must be kept in the custody of the Secretary/Treasurer or another person the Committee from time to time decides.