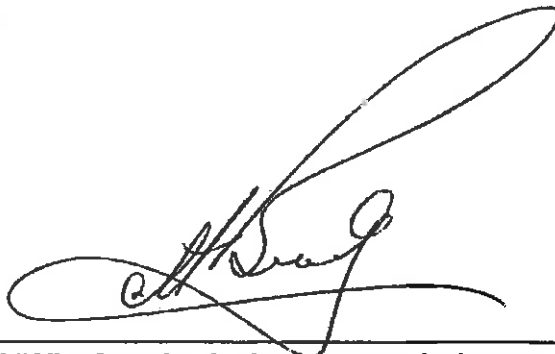


**Associations Act  
Northern Territory of Australia**

**CONSTITUTION**

**GEAT Incorporated**



<b>This is the annexure marked "A" referred to in the statutory declaration of:</b>	
Name of public officer	<u>Hueh Bradley</u>
Made on (date)	<u>18/7/16</u>
Before me	<u>[Signature]</u>
	(signature of witness on statutory declaration)

## Part 1 – Preliminary

### 1. Name

The name of the incorporated association is GEAT Incorporated. ("the Association").

### 2. Objects and purposes

The object and purpose of the association is solely to act as trustee of the Trust.

### 3. Definitions and Interpretation

#### 3.1 Definitions

In this Constitution, unless the contrary intention appears:

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

**Annual General Meeting** means a General Meeting convened in accordance with Rule 40.

**Attorney-General** means the Attorney-General of the Northern Territory of Australia.

**Cessation Event** means an event that gives rise to termination of Membership under Part 3, Division 3 of this Constitution.

**Chairperson** means the Independent Member appointed as chairperson in accordance with Rule 22.

**Committee** means the management committee of the Association.

**Committee Meeting** means a meeting of the Committee.

**Community Member** means a member who is an Australian Aboriginal person who is a member of the traditional clans of Groote Eylandt or Bickerton Island and whose principal place of residence is on Groote Eylandt or Bickerton Island.

**Financial Year** means the financial year set out in Rule 46.

**Independent Member** means a member who is not a Community Member.

**General Meeting** means a general meeting of Members convened in accordance with clause 39.

**Member** means a member of the Association.

**Membership Term** means the period set out in Rule 9.2.

**Northern Territory** means the Northern Territory of Australia.

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

**Trust** means the Groote Eylandt Aboriginal Trust established on 25 May 1965 and documented by a deed between the Church Missionary Society Trust Limited (ACN 000 048 886) and Groote Eylandt Aboriginal Trust Incorporated dated 7 March 1989.

**Trust Deed** means the operative deed of the Trust, as varied from time to time.

**Vice-Chairperson** means the Community Member appointed as vice-chairperson in accordance with Rule 23.

### **3.2 Interpretation**

- (a) In this Constitution:
- (i) a Member is taken to be present at a meeting of Members if the Member is present in person or by proxy;
  - (ii) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form; and
  - (iii) where a notice or document is required by this Constitution to be signed, that notice or document may be authenticated by any other manner permitted by the Associations Act or any other law, instead of being signed.
- (b) In this Constitution, headings are for convenience only and do not affect interpretation, and unless the context indicates a contrary intention:
- (i) words importing the singular include the plural (and vice versa);
  - (ii) words indicating a gender include every other gender;
  - (iii) the word "person" includes an individual, the estate of an individual, a corporation, an authority, an association or a joint venture (whether incorporated or unincorporated), a partnership and a trust;
  - (iv) where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning; and
  - (v) the word "includes" in any form is not a word of limitation.
- (c) Unless the context indicates a contrary intention, in this Constitution:
- (i) a reference to this Constitution is to this Constitution (and where applicable any of its provisions) as modified or repealed from time to time;
  - (ii) a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances, by-laws, regulations, rules and statutory instruments (however described) issued under it;
  - (iii) an expression in a provision of this Constitution that deals with a matter dealt with by a provision of the applicable law has the same meaning as in that provision of the applicable law; and
  - (iv) an expression in a provision of this Constitution that is defined in section 4 of the Act has the same meaning as in that section.

## **Part 2 – Constitution and Powers of Association**

### **4. Powers of Association**

- 4.1 For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act, and the Trust Deed.
- 4.2 Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes.

### **5. 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.

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

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

### **7. Altering the Constitution**

- 7.1 The Association may alter this Constitution by Special Resolution, and with consent in writing of the Attorney-General, but not otherwise.
- 7.2 If the Constitution is altered, the Chairperson must ensure compliance with section 23 of the Act.

## **Part 3 – Members**

### ***Division 1 - Membership***

### **8. Number and classes of membership**

- 8.1 Except in the case of a temporary vacancy brought about by the death, loss of eligibility, legal incapacity, termination by the Attorney-General or resignation of a Member, there shall at all times be:
- (a) six (6) Community Members of the Association; and
  - (b) three (3) Independent Members of the Association.
- 8.2 At all times two (2) Community Members, one male and one female in each case, must be drawn from and represent each of the three (3) principal communities of Groote Eylandt and Bickerton Island, namely Angurugu, Umbakumba and Milyakburra.

### **9. Membership and tenure**

- 9.1 The Members of the Association shall be those persons who are appointed as a Member by the Attorney-General in writing for a period up to three (3) years.
- 9.2 The Membership Term of a Member commences on the date of appointment and is for the period set out in the instrument of appointment or until the appointment of a Member to replace the existing Member, whichever is later.
- 9.3 A Member is eligible for reappointment for further Membership Terms at the discretion of the Attorney-General.

## **10. Replacement of Members**

- 10.1 If a Cessation Event occurs, the remaining Members shall inform the Attorney-General and request he or she to appoint a person of the same category of membership of the Association.
- 10.2 When the remaining Members give notice to the Attorney-General, as required by clause 10.1, the Members shall put forward the names of two (2) proposed appointees to the Attorney-General. The Attorney-General may choose one (1) of those proposed appointees or may appoint any other person who satisfies the requirements of a Community Member or an Independent Member, as the case may be.

## **11. No fees**

There is no joining fee or annual fee for membership of the Association.

### ***Division 2 – Rights of members***

## **12. General**

- 12.1 A Member may exercise the rights of membership when his or her name is entered in the Register of Members.
- 12.2 A right of membership of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates on the occurrence of a Cessation Event.

## **13. Notice of meetings and special resolutions**

The Chairperson must cause notices of General Meetings and Special Resolutions to be given to all Members in the manner and time prescribed by this Constitution.

## **14. Raising grievances and complaints**

- 15.1 A Member may raise a grievance or complaint about one (1) or more other Members of the Association.
- 15.2 The grievance or complaint must be dealt with by the procedures set out in Part 8.

### ***Division 3 – Termination of Membership***

## **15. Resignation**

A Member may resign at any time by giving notice in writing to the Committee.

## **16. Ineligibility**

- 16.1 As all Members of the association are Members of the Committee, Membership of the Association shall immediately terminate where a Member is disqualified from being a Committee Member under the Act or this Constitution.
- 16.2 A Community Member becomes ineligible for Membership if that Community Member ceases to have his or her primary place of residence on Groote Eylandt or Bickerton Island.
- 16.3 An Independent Member becomes ineligible for membership if that Independent Member ceases to be a resident of the Northern Territory.

**17. Legal Incapacity or death**

Membership of the Association ceases immediately upon the Member falling into a state of legal incapacity or upon the death of the Member.

**18. Termination by Attorney-General**

The Attorney-General may by notice in writing to the Association, terminate the membership of any Member at any time.

**Part 4 – Committee**

***Division 1 – General***

**19. Role and powers**

- 19.1 The business of the Association must be managed by or under the direction of the Committee.
- 19.2 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.
- 19.3 The Committee may establish one (1) or more subcommittees consisting of the Members of the Association the Committee considers appropriate.

**20. Composition of Committee**

- 20.1 All Members of the Association shall be on the Committee.
- 20.2 The Committee consists of:
  - (a) a Chairperson, who shall also be the public officer, and who must be an Independent Member;
  - (b) a Vice-Chairperson, who must be Community Member; and
  - (c) the remaining Members.

**21. Delegation**

- 21.1 The Committee may delegate to a subcommittee of no less than two (2) Members 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.
- 21.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- 21.3 The subcommittee shall keep minutes of all meetings and decisions made by the subcommittee.
- 21.4 The Committee may, in writing, revoke wholly or in part the delegation.

***Division 2 – Tenure of office***

## **22. Chairperson**

The Chairperson, who shall also be the public officer, shall be appointed from among the Independent Members by the Attorney-General and, subject to clause 26 of this Constitution, shall hold office until removed by the Attorney-General.

## **23. Vice-chairperson**

23.1 Any Community Member may nominate himself or herself to be Vice-Chairperson or may second himself or herself for election and vote for himself or herself.

23.2 Any Member may nominate any Community Member to the position of Vice-Chairperson or may second that Member or vote for that Member.

## **24. Nominations for election as Vice-Chairperson**

24.1 The initial Vice-Chairperson shall be elected from among the Community Members by a vote of the Members of the Association.

24.2 At each Annual General Meeting the office of Vice-Chairperson becomes vacant and an election for a new Vice-Chairperson must be held.

24.3 A Community Member may serve consecutive terms as vice-chairperson.

## **25. Election by default**

If the number of persons nominated for election to the office of Vice-Chairperson does not exceed one (1), the person nominated shall be declared duly elected to that position.

## **26. 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; or
- (iv) ceases to be a Member of the Association.

(b) the Member is absent from more than three (3) Committee Meetings in the same Financial Year without tendering an apology to the Chairperson and the Committee has resolved to declare the office vacant.

## **27. Filling vacancy**

As soon as practicable after the position of Vice-Chairperson becomes vacant, an election must be held to fill that vacancy.

### ***Division 3 – Duties of committee members***

## **28. Collective responsibility of Committee**

28.1 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.

28.2 The Committee is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

28.3 Committee Members must undertake such education and training from time to time as determined necessary by the Committee to ensure compliance with this Rule 28. The Association shall fund this training and education.

### **29. Presiding at meeting**

29.1 Subject to Rule 29.2, the Chairperson must preside at all General Meetings and Committee meetings.

29.2 If the Chairperson is absent from a General Meeting or Committee meeting, the Vice-Chairperson must preside at the meeting.

### **30. Obligations of Chairperson**

30.1 The Chairperson must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.

30.2 The Chairperson must keep a current copy of the Constitution of the Association.

30.3 The Chairperson must establish and maintain the Register of Members in accordance with section 34 of the Act and regulation 9 of the *Associations Regulations* (NT).

## **Part 5 – Committee Meetings**

### **31. Frequency and calling of Committee Meetings**

31.1 The Committee must meet together for the conduct of business not less than four (4) times in each Financial Year.

31.2 The Chairperson, or at least half the Committee Members, may at any time convene a Committee Meeting.

### **32. Voting and decision making of the Committee**

32.1 Each Independent Member on the Committee has one vote at a Committee Meeting.

32.2 The two (2) Community Members representing Angurugu on the Committee together have one (1) vote and if only one (1) attends, he or she has that one (1) vote.

32.3 The two (2) Community Members representing Umbakumba on the Committee together have one (1) vote and if only one (1) attends, he or she has that one (1) vote.

32.4 The two (2) Community Members representing Milyakburra on the Committee have one (1) vote and if only one (1) attends, he or she has that one (1) vote.

32.5 If the two (2) Community Members representing each of Angurugu, Umbakumba and Milyakburra on the Committee attend but do not vote in unity, their vote is a nullity.

32.6 A question arising at a Committee Meeting must be decided by a majority of votes.

32.7 If there is no majority, the Chairperson (but not the Vice-Chairperson or other Member presiding in the absence of the Chairperson) has a casting vote in addition to a deliberative vote.

### **33. Quorum for Committee Meetings**

The quorum for a Committee Meeting is at least two (2) Independent Members and three



(3) Community Members, which must include either the Chairperson or Vice-Chairperson present in person or by proxy.

#### **34. Proxies for Committee Meetings**

A Committee Member may appoint in writing another Committee Member to be the proxy of the appointing Committee Member to attend and vote on behalf of the appointing Committee Member at any Committee Meeting, and may direct the proxy how to vote.

#### **35. Procedure and order of business**

35.1 The procedure to be followed at a Committee Meeting must be determined from time to time by the Committee.

35.2 The order of business may be determined by the Members present at the Committee Meeting.

35.3 Committee Meetings may be held by electronic means, so long as all Committee Members attending can hear and understand each other.

#### **36. Circular resolutions of the Committee**

36.1 Circular resolutions of the Committee may be made where the Members sign or agree to the circular resolution in the manner set out in Rules 36.2 or 36.3.

36.2 The Committee may sign a circular resolution either by:

- (a) all Members in favour of the resolution signing a single document containing the circular resolution; or
- (b) all Members in favour of the resolution signing separate copies of the document containing the circular resolution, all of which together constitute the circular resolution.

36.3 The Committee may agree to a circular resolution either by:

- (a) sending an email transmission agreeing to the resolution and outlining the full details of the circular resolution; and
- (b) sending an facsimile transmission agreeing to the resolution and outlining the full details of the circular resolution.

#### **37. Disclosure of interest**

37.1 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, but may still vote in respect of the matter where the requirements of section 32 of the Act have been satisfied.

37.2 The Chairperson must cause a record of the disclosure to be included in the minutes of the Committee Meeting.

37.3 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.

#### **38. Sitting fees**

The Chairperson and other Members of the Committee are entitled to receive:

- (a) daily sitting fees equal to those payable from time to time to the chairperson and members of Northern Territory Government statutory bodies designated as Level 5

Class A1 Bodies pursuant to section 11(1) of the *Assembly Members and Statutory Officers (Remuneration and Other Entitlements) Act (NT)* or such other amount as is approved in writing by the Attorney-General; and

- (b) payment or reimbursement of all reasonable expenses incurred by the Member in attending Committee Meetings or in otherwise carrying out his or her duties.

## **Part 6 – General Meetings**

### **39. Convening General Meetings**

- 39.1 The Association must hold its first Annual General Meeting within eighteen (18) months after its incorporation.
- 39.2 The Association must hold all subsequent Annual General Meetings within five (5) months after the end of the Association's Financial Year.
- 39.3 The Committee may at any time convene a special general meeting upon the giving of no less than twenty-one (21) days notice in writing to Members and such notice must include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.
- 39.4 General Meetings may be held in the presence of persons who are "beneficiaries" within the meaning of the Trust Deed, if the Committee so determines.

### **40. General Meetings**

- 40.1 The Chairperson must cause all Members to be given not less than twenty-one (21) days notice of a General Meeting.
- 40.2 The notice must specify:
  - (a) when and where the General Meeting is to be held; and
  - (b) the particulars of and the order in which business is to be transacted.
- 40.3 The order of business for each Annual General Meeting is as follows:
  - (a) first – the consideration of the accounts and reports of the Committee in accordance with section 43 of the Act;
  - (b) second – the consideration of the auditor's report, the authorisation for the auditor's remuneration and the appointment of an auditor for the next Financial Year;
  - (c) third – election of the Vice-Chairperson in accordance with Rule 23 of the Constitution; and
  - (d) fourth – any other business requiring consideration by the association at the meeting.
- 40.4 General Meetings may be conducted electronically so long as each Member is able to hear and can be heard by the other Members.

### **41. Notice of meetings**

- 41.1 The Chairperson must cause notice to be given under this Part by:
  - (a) serving it on a Member personally;

- (b) sending it by post to a Member at the address of the Member appearing in the Register of Members;
- (c) emailing it to the Member at the email address provided by the Member and disclosed in the Register of Members; or
- (d) short message service to the Member on the telephone number provided by the Member and disclosed in the Register of Members.

41.2 If a notice is sent by post under Rule 41.1(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.

#### **42. Quorum at General Meetings**

At a General Meeting, the quorum is two (2) Independent Members and three (3) Community Members, which must include the Chairperson or Vice-Chairperson.

#### **43. Lack of quorum**

43.1 If a quorum is not present within 30 minutes after the time specified in the notice for the holding of a General Meeting, the Chairperson may, with the consent of the Members present at the Meeting, extend the time for the holding of a General Meeting for a period not more than 120 minutes after the time specified in the notice for the holding of the General Meeting.

43.2 If within 30 minutes after the time specified in the notice or the extended time for the holding of a General Meeting a quorum is not present – the meeting stands adjourned to the same time on the following day or on the same day in the following week and to the place determined by the Members.

43.3 If within thirty (30) minutes after the time appointed by Rule 43.2 for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may proceed with the business of that General Meeting as if a quorum were present

43.4 The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if directed by the Members at the General Meeting, adjourn that General Meeting from time to time and from place to place

43.5 There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.

43.6 If a General Meeting is adjourned for a period of thirty (30) days or more, the Chairperson must give notice of the adjourned General Meeting as if that General Meeting were a fresh general meeting.

#### **44. Voting and resolutions at a General Meeting**

44.1 Each Independent Member has one (1) vote at a General Meeting of the Association.

44.2 The two (2) Community Members representing Angurugu together have one (1) vote and if only one (1) attends, he or she has that one (1) vote.

44.3 The two (2) Community Members representing Umbakumba together have one (1) vote and if only one (1) attends, he or she has that one (1) vote.

44.4 The two (2) Community Members representing Milyakburra have one (1) vote and if only one (1) attends, he or she has that one (1) vote.

44.5 If the two (2) Community Members representing each of Angurugu, Umbakamba and Milyakburra do not vote in unity, their vote is a nullity.

44.6 In addition to his deliberative vote, the Chairperson, who shall chair General Meetings, has a casting vote.

#### **45. Proxies at a General Meeting**

A Member may appoint in writing another Member to be the proxy of the appointing Member to attend and vote on behalf of the appointing member at any General Meeting and may direct the proxy how to vote.

### **Part 7 – Financial Management**

#### **46. Financial year**

The Financial Year of the Association shall be from 1 April in one year to 31 March in the following year.

#### **47. Funds and accounts**

47.1 The Association owns no property and holds no funds on its own account.

47.2 All property and funds of the Association are held by the Association on trust under the Trust.

47.3 The Association shall ensure that the property and funds of the Trust are maintained and managed in accordance with law and with the Trust Deed, as amended from time to time.

47.4 The Association shall ensure that all accounts are maintained and audits are conducted in accordance with the requirements of the Trust Deed.

### **Part 8 – Grievance and disputes**

#### **48. Grievance and disputes procedures**

46.1 This clause applies to disputes between a Member and another Member or other Members.

46.2 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.

46.3 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.

46.4 The mediator must be:

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement, a person appointed by the committee.

46.5 A member of the association can be a mediator.

46.6 The mediator cannot be a party to the dispute.

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

46.8 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.

46.9 The mediator must not determine the dispute.

46.10 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.

## **Part 9 – Miscellaneous**

### **49. Execution of documents**

47.1 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 Chairperson.

47.2 The affixing of the common seal of the Association must be witnessed by any 2 of the following:

- (a) the Chairperson;
- (b) the Vice-Chairperson; and
- (c) a Member.

47.3 The common seal of the Association must be kept in the custody of the Chairperson or another person the Committee from time to time decides.

47.4 The Association may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Rules 47.1 or 47.2.

47.5 Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the Association in the manner and by the persons as the Committee resolve.

**– THE END –**