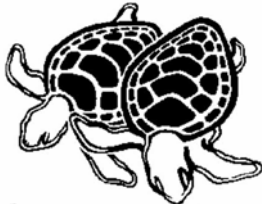


**CONSTITUTION OF THE ENVIRONMENT CENTRE (NT) INCORPORATED**

Adopted 6 June 1993  
Amended 17 November 1993  
Amended 15 November 1995  
Amended 22 November 2004  
Amended 21 November 2005  
Amended 19 November 2013



*The Environment Centre NT*

THIS IS THE ANNEXURE MARKED "A" REFERRED TO IN THE STATUTORY DECLARATION OF:	
_____	
	(Name of Public Officer )
MADE ON THE _____ DAY OF _____ 2005	
BEFORE ME _____	
	(Signature of Witness on Statutory Declaration)

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## **1. NAME**

The name of the Association is the Environment Centre (NT) Incorporated (in these rules called "the Centre")

## **2. OBJECTS**

The objects of the Centre are:

- (1) The protection of all aspects of the natural environment;
- (2) To initiate and carry out specific campaigns aimed at securing the protection of the natural environment which may include community participation, lobbying, use of the media and legal action;
- (3) To sponsor and carry out research on matters relating to the environment;
- (4) To gather and make available to the public a collection of literature and other materials on environmental issues;
- (5) To educate and inform the public on environmental issues;
- (6) To sponsor forums and seminars for the exchange of information and opinions relating to the environment;
- (7) To maintain a permanent office to carry out the objectives of the Centre;
- (8) To encourage and support, financially or otherwise, initiatives taken on behalf of the environment by individuals and groups;
- (9) To cooperate with and assist where possible other environmental organizations; and
- (10) To encourage the community, industry and government to assist in the achievement of the above objectives;
- (11) To do all such things that are conducive to the achievement of the above objectives;
- (12) To maintain independence from all political parties.

## **3. POWERS**

The powers of the Centre are:

- (1) To purchase, take on lease or in exchange, and to hire or otherwise acquire any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Centre;
- (2) To buy, sell, supply or deal in goods of all kinds;
- (3) To construct, maintain and alter buildings or works necessary or convenient for any of the purposes of the Centre;
- (4) To employ such staff and retain the services of such persons as the Management Committee from time to time deems necessary or convenient in order to further the objects of the Centre;
- (5) To receive any gift donated, whether by way of a trust or not, for any of the objects and purposes of the Centre;
- (6) To establish and maintain a Public Fund in accordance with these rules into which all monies donated to the Centre where tax deductibility is required , and interest accruing thereon, must be credited'
- (7) To take such steps as the Management Committee or members in a general meeting deem expedient to procure contributions to the Public Fund of the Centre;
- (8) To print and publish such newspapers, periodicals, books, leaflets or other documents as the Management

Committee or members in a general meeting think desirable for the promotion of the objects and purposes of the Centre;

- 9) To borrow and raise money and to secure the repayment of money raised or borrowed or the payment of a debt or liability of the Centre in such manner and on such terms as the Management Committee thinks fit, by granting mortgages, charges or securities over any of the real or personal property of the Centre;
- (10) Subject to the provisions of the Trustee Act, to invest any moneys of the Centre not immediately required for any of the objects or purposes of the Centre, in such a manner as the Management Committee may from time to time determine;
- (11) To make gifts, subscription or donations to any of the funds, authorities or institutions:
  - (i) in accordance with provisions of the Income Tax Assessment Act (Commonwealth), as amended to provide tax deductibility for donations to groups on the Register of Environmental Organizations; and
  - (ii) which has the same or similar objects and purposes as those of the Centre;subject only to the condition that such gift, subscription or donation shall not be influenced by the expressed preference or interest of a particular donor to the Centre;
- (12) To affiliate with or grant affiliation or provisional affiliation to, or collaborate with, any association or body whose objects are the same as or similar to those of the Centre;
- (13) To establish and support, or aid in the establishment and support, of associations, institutions, funds, trusts and schemes calculated to benefit employees or past employees of the Centre and their dependents; and the granting of pensions, allowances of other benefits to employees and past employees of the Centre and their dependents; and to make payments towards insurance in relation to any of these purposes;
- (14) To establish and support, or aid in the establishment and support, of any other association formed for any of the basic objects of the Centre;
- (15) To enter into such contracts, including contracts for services, as the Management Committee may think fit;
- (16) To charge fees for administrative services provided by the Centre, and to recover disbursements incurred by the Centre;
- (17) To do any other lawful thing which is incidental or conducive to the attainment of the objects of the Centre or the exercise of any of the powers contained in this rule.

#### **4. INTERPRETATION**

In these rules, unless the contrary intention appears:

- "Employee" means any person employed and remunerated by the Centre on a non-casual basis;
- "Management Committee" means the body referred to in rule 16;
- "Convenor" means the person elected to that position under rule 12 at the previous annual general meeting of the Centre;
- "General Meeting" means a meeting convened under rules 12 or 13;
- "Regular member" means a person admitted to membership of the Centre under Rule 5. A Regular member is entitled to one vote;
- "Concession member" means an individual admitted to membership of the Centre under Rule 5 who is a concession card holder. A Concession member is entitled to one vote;
- "Household member" means a family or group of adults admitted to membership of the Centre under Rule 5. Each adult in a Household membership named on the Register is entitled to one vote;
- "Honorary Life member" means an individual identified as having contributed/contributing to the Centre in such a way

as to warrant the waiving of usual membership fees indefinitely. An Honorary Life member is entitled to one vote;

- "Company member" means a representative of a company or business admitted to membership of the Centre under Rule 5. A Company member is entitled to one vote.

## **5. ADMISSION OF MEMBERS**

Membership of the Centre shall be open to any person who agrees with the objects of the Centre, and who completes an application for membership and renders payment of his or her subscription.

## **6. RESIGNATION OF MEMBERS**

A member may resign from the Centre at any time by giving notice to the Convenor. Such resignation shall take effect at the time such notice is received by the Convenor unless a later date is specified in the notice, in which case it shall take effect on that later date.

## **7. LAPSE OF MEMBERSHIP**

The membership of a person whose subscription is in arrears for a period of three months automatically lapses.

## **8. TERMINATION OF MEMBERSHIP**

- (1) (a) Subject to rule 8(b), where any member:
- (i) fails to comply with these rules; or
  - (ii) otherwise acts in a manner prejudicial to the interests of the Centre;

the Management Committee may terminate that person's membership. Termination of membership is effective from the close of the Management Committee meeting;

(b) The Management Committee shall not proceed to consider a motion to terminate a person's membership under rule 8(a) unless that person has been given at least 14 days clear notice of the motion, and is given a full and fair opportunity to present a case to the Management Committee;

(c) Where a majority of the Management Committee present at the meeting at which the motion to terminate the membership was being considered resolve to terminate a person's membership under rule 8(a), the Convenor shall forthwith give that person notice in writing of that result, and inform that person of their right to appeal to a Special General Meeting.

## **9. APPEALS AGAINST TERMINATION OF MEMBERSHIP**

- (1) A person whose membership has been terminated may lodge a written notice of intention to appeal against the decision of the Management Committee with the Convenor;
- (2) A notice of intention to appeal must be lodged within seven days of receiving written notification of the fact of termination;
- (3) The Convenor shall convene a special general meeting within four weeks of receiving written notice of intention to appeal. Notice of this meeting shall comply with the requirements of rules 13(2) and (3);
- (4) At the Special General Meeting the person whose membership was terminated shall be given a full and fair opportunity to present a case. Likewise the Management Committee or its individual members shall be given a full and fair opportunity to present a case.
- (5) The appeal shall be determined by the majority of members voting at the Special General Meeting.

## **10. REGISTER OF MEMBERS**

The Public Officer shall keep and maintain a register of members for seven years in which shall be entered the full name, address and date of membership of each member.

## 11. SUBSCRIPTIONS

- (1) The amount and period of subscriptions shall be determined by the Management Committee, which may prescribe categories of subscriptions as it sees fit;
- (2) The Management Committee shall not consider a motion to increase subscriptions unless 14 days clear written notice has been given to all members.

## 12. ANNUAL GENERAL MEETING

- (1) The members of the Centre shall hold an annual general meeting (AGM) within five months following the close of the financial year of the Centre, on such day as the Management Committee shall determine;
- (2) At least four weeks clear written notice of the AGM shall be given to all members by the Convenor. The notice must specify that the meeting is the AGM;
- (3) The Convenor shall cause notice of the AGM to be given in public places as the Management Committee thinks fit;
- (4) The ordinary business of the AGM shall be:
  - (a) to confirm the minutes of the last preceding general meeting held under rule 12 or any general meeting held since that meeting;
  - (b) to receive reports on the activities and transactions of the association since the last general meeting from the Convenor and Treasurer of the Centre;
  - (c) to receive the audited accounts from the auditor of the Centre;
  - (d) to elect for the forthcoming year
    - the Convenor
    - the Public Officer
    - the Treasurer
    - such other members of the Management Committee, the numbers of which are determined by the outgoing Management Committee and voted on by the AGM; and
  - (e) to appoint an auditor for the forthcoming year;
- (5) The AGM may consider and decide upon matters arising from its ordinary business. The AGM may conduct any other business, provided that 7 days clear written notice of such business is given by the Convenor to the members prior to the meeting;
- (6) Any member may place an item of business on the agenda of an AGM where the Convenor is provided with at least 14 days clear written notice of such business;
- (7) Persons seeking election under sub-rule (4)(d) shall be members of the Centre;
- (8) A nomination of a member for election shall be made in writing and signed by another member and shall be made with the consent of the member nominated. All nominations shall be received by the Convenor 5 days prior to the AGM;
- (9) If insufficient nominations are received to fill all the vacancies on the Management Committee, then further nominations may be received at the AGM;
- (10) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected;
- (11) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held;
- (12) The ballot for the election of officers and ordinary Management Committee members shall be conducted at the AGM in such proper manner as the Management Committee may direct;

- (13) Appointments for office bearers and ordinary Management Committee members take effect from the close of the AGM and continue until the close of the following AGM;
- (14) If insufficient nominations are received to fill all Management Committee positions during the AGM, unfilled positions become casual vacancies and may be filled by the Management Committee under rule 18 (3).

### **13. SPECIAL GENERAL MEETINGS**

- (1) A Special General Meeting (SGM) shall be convened by the Convenor.
  - (a) when directed to do so by the Management Committee - this direction shall clearly specify the reasons why an SGM is being convened;
  - (b) when directed to do so in writing by at least seven members - this direction shall clearly state the reasons why an SGM is being convened; or
  - (c) upon receipt of a notice of intention to appeal against termination of membership;
- (2) 21 days clear notice of an SGM shall be given;
- (3) The SGM shall be convened within a maximum of six weeks of the Convenor receiving notice of direction to do so;
- (4) Where an SGM is convened under rule 14 the notice shall specify the reason for the SGM and no other business may be transacted at the SGM.

### **14. POWERS OF SPECIAL GENERAL MEETINGS**

- (1) The members at an SGM may make, amend and repeal by-laws for the internal management of the Centre. These by-laws must not be inconsistent with these rules;
- (2) The members at an SGM may dismiss a member of the Management Committee who was elected under rule 12, including the Convenor, Public Officer or Treasurer;
- (3) The members at an SGM may settle any question concerning interpretation of this constitution and any by-laws made under it;
- (4) The members at an SGM may determine an appeal against termination of membership under rule 8;
- (5) Matters at an SGM shall be resolved by consensus of members present or by a majority of members present.

### **15. PROCEDURE OF ANNUAL & SPECIAL GENERAL MEETINGS**

- (1) Subject to the resolution of the General Meeting (GM) to the contrary, the chairperson at all SGMs and AGMs, shall be the Convenor;
- (2) A quorum at a GM shall be 10 members or 50% of the membership, whichever is less;
- (3) A genuine attempt must be made at a GM to determine questions arising at a general meeting by reaching consensus among the members present;
- (4) If, after a genuine attempt, consensus cannot be reached a vote shall be taken on the question if requested by not less than three members present. If a vote is taken, the question will be passed by a simple majority. If a vote on a question is tied, the decision shall be in the negative;
- (5) If a quorum is not reached within 30 minutes of the time appointed for the commencement of the GM, it shall be adjourned to the same day in the next week at the same time and venue, or at such other time and date as those present at the meeting shall determine. If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the members present shall be deemed to constitute a quorum;

- (6) The Convenor shall take all reasonable steps to notify members of the date, time and venue of a meeting adjourned under sub-rule (5).

## **16. MEMBERSHIP OF THE MANAGEMENT COMMITTEE**

- (1) The members of the Management Committee shall be:
  - (a) the Convenor of the Centre
  - (b) the Public Officer of the Centre
  - (c) the Treasurer of the Centre
  - (d) The Director of the Centre (but who shall not vote); and
  - (e) additional members of the Management Committee elected at the AGM the number of which will be determined by the outgoing Management Committee and voted on by the AGM;
- (2) A Management Committee member may resign by giving notice to the Management Committee either verbally or in writing;
- (3) The position of the Public Officer automatically becomes vacant if the person who holds that position ceases to reside in the Northern Territory.

## **17. MANAGEMENT COMMITTEE MEETINGS**

- (1) The Management Committee shall meet at least eight times a year. Management Committee meetings shall not be more than two months apart;
- (2) An extraordinary Management Committee meeting shall be convened by the Convenor when requested to do so either verbally or in writing by two members of the Management Committee;
- (3) Reasonable notice of the date, time and place of Management Committee meetings shall be given to members of the Management Committee by the Convenor;
- (4) Quorum for a Management Committee meeting is 5 members of whom the majority must be non-staff;
- (5) Management Committee members who attend the meeting by telephone may be counted as present at the meeting or the purpose of calculating the quorum;
- (6) Any person elected to the Management Committee who without reasonable excuse fails to attend three consecutive Management Committee meetings during her or his year of office shall be deemed to no longer be a member of the Management Committee, and a casual vacancy on the Management Committee shall thereby arise;
- (7) Management Committee meetings shall be open to any member of the Centre who may speak to issues. Such members shall not form part of the quorum and shall not participate in a vote if required under sub-rule (8);
- (8) A genuine attempt will be made to reach consensus on questions arising for decision at Management Committee meetings. If consensus cannot be reached after a genuine attempt a vote may be requested by not less than 3 Management Committee members present. Questions put to the vote shall be passed by a simple majority. In the case of an equality of votes the question will be deemed to have been decided in the negative;
- (9) A member of the Management Committee shall not participate in the decision of any matter in which he or she has a financial interest;
- (10) Members of the Management Committee who are employees of the Centre shall not participate in a decision made in respect of the exercise of powers of the Management Committee pursuant to rule 22;
- (11) If a quorum is not reached within 30 minutes of the time appointed for a Management Committee meeting, it shall be adjourned to such time and place as those Management Committee members present decide. If at such adjourned meeting a quorum is not reached within 30 minutes of the adjourned time, those Management Committee members present shall be deemed to constitute a quorum;



- (12) The procedure to be followed at a Management Committee meeting is as determined from time to time by the Management Committee;
- (13) The order of business may be determined by the members present at the meeting.

## **18. POWERS OF THE MANAGEMENT COMMITTEE**

- (1) The role of the Management Committee is to implement the objects, goals and policies of the Centre;
- (2) Except as otherwise provided by these rules and subject to the resolutions of the members of the Centre in general meeting, the Management Committee:
  - (a) shall have the general control and management of the affairs, property and funds of the Centre; and
  - (b) may exercise all the powers of the Centre.
- (3) The Management Committee shall have the power at anytime to appoint a member of the Centre to fill any casual vacancy on the Management Committee, until the next general meeting.
- (4) The Management Committee may continue to act notwithstanding any casual vacancy in the Management Committee, provided that if its number is reduced to below 4, the continuing members may act for the purpose of increasing the number of members of the Management Committee or of calling a general meeting, but for no other purposes;
- (5)
  - (a) The Management Committee shall appoint a sub-Management Committee in accordance with this rule known as the Public Fund Management Committee, to which it will delegate the general control and management of funds kept in the account known as the Public Fund established pursuant to rule 26(3) to be administered in accordance with this constitution;
  - (b) The members of the Public Fund Management Committee shall be:
    - (i) the Convenor of the Centre;
    - (ii) the Public Officer of the Centre;
    - (iii) three other members appointed by the Management Committee who have a degree of responsibility to the general community;
  - (c) The Public Fund Management Committee shall meet not less than two times per year;
  - (d) Quorum for a meeting of the Public Fund Management Committee shall be three of whom a majority have a degree of responsibility to the general community;
  - (e) Any member appointed to the Public Fund Management Committee who is not available to attend two consecutive meetings of the Public Fund Management Committee shall be deemed no longer to be a member of the Public Fund Management Committee, and a casual vacancy on the Public Fund Management Committee shall thereby arise;
  - (f) Decisions of the Public Fund Management Committee shall be made in the same manner as Management Committee meetings in accordance with rule 17(8);
- (6) Subject to rule 18(5), above, the Management Committee may delegate any of its powers to a sub-Management Committee or working group consisting of such members of the Centre as the Management Committee thinks fit, and may, consistently with this constitution, regulate the manner in which the sub-Management Committee or working group exercises the powers so delegated;
- (7) Subject to these rules and to any by-laws made under them, such a sub-Management Committee may regulate its own proceedings as it sees fit;
- (8) Subject to rules 19 and 22, the Management Committee has the power to appoint and dismiss employees.

## 19. APPOINTMENT OF EMPLOYEES

Employees shall be appointed by the Management Committee acting on the advice of the interviewing panel established by rule 20.

## 20. INTERVIEWING PANEL

For the purposes of rule 19, the interview panel shall consist of:

- (a) one or two representatives of the employees of the Centre;
- (b) one or two members of the Management Committee, who are not employees; and
- (c) another person with relevant expertise appointed at the discretion of the Management Committee;

selected to achieve as near as possible a balance between women and men on the interview panel.

## 21. DISPUTES

Grievance and disputes procedures

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

## 22. DISMISSAL OF EMPLOYEES

- (1) Subject to this rule, the Management Committee may discuss or suspend an employee or employees;
- (2) The Management Committee shall make due inquiries and give the employee or employees a full and fair opportunity to present a case to the Management Committee before making a decision under sub-rule (1);
- (3) Where the Management Committee resolves to dismiss an employee, the Convenor shall forthwith give that employee written notice of dismissal of not less than one month's duration.

## **23. SERVICE OF NOTICE**

Sufficient notice to all members for all purposes under these rules shall be deemed to have occurred where notice has been sent by ordinary post to the last address recorded for each member in the register of members.

## **24. FUNDS AND ACCOUNTS**

- (1) True accounts shall be kept:
  - (a) of all sums of money received and expended by the Centre and the reasons for the income and expenditure;
  - (b) of the property, credits and liabilities of the Centre;
- (2) These accounts shall be open to inspection by members of the Centre, subject to reasonable restrictions as to time and manner of inspection;
- (3) The Treasurer shall faithfully keep all general records, accounting books, and records of receipt and expenditure connected with the operations and business of the Centre;
- (4) The Management Committee shall cause to be opened with such bank as the Management Committee selects banking accounts in the name of the Centre;
- (5) All cheques, bills of exchange, promissory notes and other negotiable instruments must be signed by two committee or staff members;
- (6) As soon as possible after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of
  - (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities of, and all mortgages, charges and securities affecting the property of, the Centre at the close of that year;
- (7) This statement shall be examined by the Auditor who shall present a report on such audit to the Public Officer prior to the holding of the next AGM following the financial year in respect of which the audit was made;
- (8) The Auditor shall be a member of the Institute of Chartered Accounts in Australia or the Australian Society of Certified Practising Accountants.

## **25. FINANCIAL YEAR**

The financial year of the Centre shall close on 30 June in each year.

## **26. INCOME AND PROPERTY**

- (1) The income and property of the Centre, however derived, shall be applied solely towards the promotion of the objects and purposes of the Centre and no money or property shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of the Centre;
- (2) Nothing in the foregoing provision shall prevent payment in good faith to an employee or member of the Centre of:
  - (a) remuneration in return for services actually rendered to the Centre by the employee or member;
  - (b) interest to any member in respect of money lent by a member to the Centre;
  - (c) repayment of money lent to the Centre by a member, or out-of-pocket expenses incurred on behalf of the Centre by a member;
  - (d) remuneration for goods supplied to the Centre by a member;
  - (e) payment or reasonable and proper rent for premises demised or let to the Centre;
- (3) Income of the Centre derived from donations by members of the general public, where tax deductibility is required shall be paid into a bank account separate from the general accounts of the Centre. This account

shall be known as the Public Fund. Interest accruing on monies in the Public Fund shall be credited and kept in the Fund.

## **27. LIABILITY FOR DEBTS OF THE CENTRE**

The Management Committee and the members of the Centre are not liable to contribute to the debts or liabilities of the Centre or the costs, charges and expenses of winding-up the Centre.

## **28. ALTERATION OF THE RULES**

- (1) The rules may be amended by resolution passed by consensus or by a two-thirds majority of financial members voting at an SGM.
- (2) Notice of the proposed amendment shall be included in the notice calling the SGM;
- (3) An alteration of the objects and purposes of the Centre shall not be effective until approved by the Registrar of Companies in the Northern Territory;
- (4) An alteration of the rules shall not be effective until a copy of the alteration is lodged with the Registrar;
- (5) Within one month of an alteration of the objects, purposes or rules, the Public Officer must file with the Commissioner the documents specified in subsection (2) Section 13 and in accordance with Sections 28 and 45 of the Associations Act 2003.

## **29. BY-LAWS**

By-laws made under rule 14 (1) shall be entered in a book which shall be available for inspection by members of the Centre, subject to reasonable restrictions as to time and manner of inspection. By-laws may be printed and circulated at the discretion of the Management Committee.

## **30. COMMON SEAL**

- (1) The Common Seal of the Environment Centre of the Northern Territory shall be kept in the custody of the Convenor;
- (2) The seal of the Centre shall not be affixed to any instrument except by authority of the Management Committee and the affixing of the Common Seal shall be attested by at least two members of the Management Committee.

## **31. DISSOLUTION**

- (1) The Centre shall not be wound up or dissolved except by consent of three fourths of those present at a special general meeting of the Centre having been specifically called for the purpose;
- (2) Any and all assets remaining after settlement of all just debts and liabilities of the Centre shall be disposed of by transfer to some other institution or institutions having objects similar to the objects of the Centre, such institutions to be on the Register of Environmental Organizations of the Income Tax Assessment Act 1936.

## **BY-LAWS**

The following by-laws were determined by the Special General Meeting held on 15 November 1995.

### **1. Nomination procedures**

Members nominate for membership of the Management Committee, and leave their application for particular positions to the time of the Annual General Meeting.

### **2. Voting procedures**

At the AGM members should nominate for the position of Convenor, Treasurer, Public Officer, and elections should be held separately and sequentially.