



CRANAplus CONSTITUTION

ABN 31 601 433 502

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PART 1 – PRELIMINARY

1. Name

1.1. The name of the incorporated association is CRANAplus Incorporated.

2. Objects and Purposes

2.1. The aim of the association is to promote the development and delivery of safe, high-quality health care to remote areas of Australia and her external territories.

2.2. The objects of the association are:

- 2.2.1. To build and maintain professional status and accountability for remote health professionals.
- 2.2.2. To promote culturally safe practice.
- 2.2.3. To contribute to the development and monitoring of health care standards, and standards of remote health practice.
- 2.2.4. To provide a forum for meeting and debate of remote health care issues.
- 2.2.5. To provide appropriate personal support for remote health staff and their families.
- 2.2.6. To provide a remote health professional perspective on issues that affect remote health care.
- 2.2.7. To collaborate with communities and professional colleagues to best achieve improved health outcomes for people in remote areas.
- 2.2.8. To broker, or provide, continuing education programs for the remote health workforce to ensure safe, high-quality health care.
- 2.2.9. To contribute to the development of health through community development and primary health care policy.
- 2.2.10. To provide information on remote health care, and remote health, to health professionals, State and Federal Governments, stakeholders and the wider community.
- 2.2.11. To develop guidelines and influence policy on remote health practice.
- 2.2.12. To work towards the development of the current and future remote health workforce, through the development and delivery of postgraduate education, short courses, and continuing professional development.
- 2.2.13. To contribute to overcoming health inequalities in remote health, through education, mentoring, and advocacy.

2.2.14. To leverage our remote experience and expertise to assist where appropriate the isolated and rural health industries

2.2.15. To be a responsible global citizen by leveraging our experience and expertise to assist the remote and isolated health workforce internationally.

3. Definitions

3.1. In this Constitution, unless otherwise stated:

- (a) “Act” means the *Associations Act* (NT) and regulations made under that Act.
- (b) “Australian Accounting Standards” means the accounting standards made or formulated by the Australian Accounting Standards Board under Section 227 of the Australian Securities and Investments Commission Act 2001 of the Commonwealth.
- (c) “Associate Member” means any person who is not a health professional but is interested in the objects of the association, and has paid the prescribed fee.
- (d) “Board” means the Board of Directors of the association elected by the members to direct the affairs of the association.
- (e) “Corporate Member” means any institution or organisation that is interested in the objects of the association, and has paid the prescribed fee.
- (f) “Delegate” means a person to who has been delegated the authority to act on behalf of an office bearer, or the Board or on behalf of the association generally.
- (g) “Director” is as defined in the Law, a person elected or appointed to the Board under this constitution.
- (h) “Financial Institution” means an authorised deposit-taking institution within the meaning of Section 5 of the *Banking Act 1959* of the Commonwealth.
- (i) “General Meeting” means any meeting of members convened in accordance with this constitution or the Act.
- (j) “Health professional” means any person who is identified by title, education, registration or enrolment as being entitled to work in the remote health workforce, or in a related role including but not limited to teaching and research.
- (k) “The Law” means the *Corporations Act 2001* (Commonwealth) including any revisions to that Act and any Regulations made under that Act.
- (l) “Member” means an ordinary member whose subscription to the association is not in arrears.

- (m) “Membership Year” means for those who became members prior to 1st July 2010 the year commencing July 1st in one year and ending June 30th the following year. For those who became members after 1st July 2010 the membership year is one year from their joining.
- (n) “Register” means the register of the association’s members, per Clause 11, established and maintained under Section 34 of the Act.
- (o) “Pre-poll” is the means by which all members are provided the opportunity to cast a proxy vote, pre-poll votes must be received by the returning officer prior to the commencement of the meeting to which they apply.
- (p) “Relevant Officer” means a person who is, or has been, a Director.
- (q) “Special Resolution” is a resolution in accordance with Section 37 of the Act in that:
 - i. members are given 21 days notice of the meeting where the Special Resolution is intended to be passed;
 - ii. the notice mentioned in Clause 3.1(l)(i) is accompanied by a notice of intention to propose the resolution as a Special Resolution; and
 - iii. at the meeting where the Special Resolution is to be passed, at least three quarters of the votes at the meeting, cast by pre-poll, are in favour of the Special Resolution.

3.2. In this document, unless otherwise defined in the Act, expressions referring to writing include any means of representing or reproducing words in visible form, including electronic processes.

3.3. Words or expressions herein shall be interpreted in accordance with the *Interpretation Act (NT)* as in force on the date this document is accepted by the members of the association.

3.4. A reference to the Secretary of the association is a reference:

- (a) Where a person holds office under this constitution as a Secretary of the association, to that person.
- (b) In any other case, to the Public Officer of the association.

PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION

4. Powers

4.1. Subject to this constitution, the Act, and the Law, the association shall have power to do anything lawful to further the aims and objects of the association.

4.2. Subject to this constitution, the Board shall have all the powers of the association, with the exception of those matters which, under the Act or this constitution require a resolution or Special Resolution of the members.

5. Effect of Constitution

5.1. 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

6.1. 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 but not otherwise.

7.2. If the constitution is altered the public officer must ensure compliance with Section 23 of the Act.

PART 3 – MEMBERS

8. Membership

8.1. Ordinary membership shall be open to any health professional or provider who subscribes to the aims and objects of the association and who pays the prescribed fee for a membership year.

(a) The minimum number of members is seven (7).

8.2. Former members of the association shall continue as inactive members, unless they elect otherwise, and shall be entitled to and receive email bulletins from the association, provided their email address is operating. Inactive members have no other rights or benefits.

8.3. Membership of the association may consist of classes which shall include Ordinary, Associate, Corporate, Life, and Inactive members, and any other classes defined by the Board.

(a) All classes of membership, except for Associate, Corporate, and Inactive members, shall have the right to vote at general meetings, and be nominated for election to the Board.

(b) The Board may direct that members belonging to a particular health profession are to be grouped into particular classes of membership, provided that their membership rights are not diminished.

(c) The Board may further direct that particular classes of membership be represented on the Board.

8.4. The annual rates of subscription for each class of membership shall be determined by the Board, and be payable per membership year.

(a) Any person or organisation that applies for membership and pays the subscription shall become a member in the relevant class of membership from the date of such payment.

(b) An application for membership may be refused at the Board's discretion, and the subscription returned within one month of the date of application or payment, whichever is later.

(c) Members whose subscriptions remain in arrears 21 days after the due date shall become inactive members until they pay the amount in arrears.

(d) For the purposes of scholarships and any other matters depending on length of membership, a period of inactive membership in excess of 3 months shall constitute a break in continuity of membership.

8.5. The Board may at any time elect as a life member any person from whose membership the association would benefit, or who has made a significant contribution to the association, and who agrees to become a life member.

8.6. A life member is exempt from payment of annual subscription, and otherwise shall enjoy the same privileges as an ordinary member.

8.7. A right, privilege, or obligation of a person by virtue of their membership of the association:

(a) Is not transferable to another person unless in accordance with the rules regarding proxy voting.

(b) Terminates on cessation of membership, whether by death, resignation, or otherwise.

(c) Notwithstanding Clause 8.7(b), a debt owed to the association by a member remains payable until it is discharged in accordance with applicable Australian Accounting Standards.

9. Termination of Membership

9.1. A member may resign from the association by giving written notice to the Secretary or delegate. The resignation takes effect on the date the notice is received, or on the date specified in the notice, whichever is later.

9.2. A Director is required to give four weeks' written notice of resignation.

9.3. The Board may terminate a membership if:

- (a) The member is convicted of an indictable offence.
- (b) The member fails to comply with any of the provisions of this constitution.
- (c) The member engages in conduct considered to be injurious or prejudicial to the character or interest of the association.

9.4. Where the Board resolves to terminate a membership, the Secretary or delegate shall advise the member in writing as soon as practicable.

10. Appeal Against Rejection or Termination of membership

- 10.1. A person whose application for membership has been rejected, or whose membership has been terminated, may lodge written notice of intention to appeal with the Secretary or delegate within one month of receiving notice of rejection or termination.
- 10.2. Within three months of receipt of a notice under Clause 10.1, the Board shall convene a General Meeting to determine the appeal. Whoever is present in person or by proxy shall constitute a quorum, and the appeal shall be decided by a simple majority of votes.
- 10.3. Where a person whose application for membership is rejected either does not appeal within the time prescribed in Clause 10.1 or appeals unsuccessfully, the Secretary or delegate shall refund any subscriptions paid, that have not already been refunded per Clause 8.4(b).

11. Register of Members

- 11.1. In accordance with the Act, the Board shall cause a Register to be kept detailing the names and residential addresses and date of admission of all persons admitted to membership of the association.
- 11.2. Details shall also be entered into the Register regarding deaths, resignations, terminations, and reinstatements of membership, and any other particulars required by the Board.
- 11.3. The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary or delegate for such inspection.

12. Fellowship

- 12.1. The Board may determine the process of and criteria for granting members the title of Fellow of the association (or other similar title), as directed by the members.
- 12.2. Fellows (or other similar title under the preceding Clause) shall have the same rights as ordinary members.
- 12.3. Membership fees associated with such titles are to be determined by the Board.

13. Raising grievances and complaints

- 13.1. A member may raise a grievance or complaint about a Director, the Board or another member of the association.
- 13.2. The grievance or complaint must be dealt with by the procedures set out in Part 9.

PART 4 – BOARD OF DIRECTORS

14. Board of Directors

- 14.1. The members of the association shall elect a Board to manage the affairs of the association.
 - (a) Directors shall be members of the association, except that such other persons may be appointed by the Board whose skills and qualifications will assist the Board in its functions.
 - (b) The majority of the Board must comprise members of the association.
 - (c) The Chair and Deputy Chair must be members of the association.
 - (d) No person who is a current employee of the association can be a member of the Board of Directors.
- 14.2. The Directors shall total at least seven and shall consist of:
 - (a) Chair;
 - (b) Deputy Chair;
 - (c) Treasurer;
 - (d) Secretary;
 - (e) An Identified Elected Aboriginal and/or Torres Strait Islander position; and
 - (f) up to four other Directors, but no fewer than three.
- 14.3. The positions of Chair, Deputy Chair Treasurer and Secretary shall be selected by the Directors at the first Board meeting following the Annual General Meeting.
- 14.4. Each elected Director shall hold office for three years, and is eligible for re-election.
 - (a) Directors appointed to the Board under Clause 14.1(a) will be reviewed every two years and may, if decided by a majority of the Board, be reappointed for a further 2 years.

- 14.5. In the event of a casual vacancy on the Board, subject to Clause 14.1 the Board may appoint any eligible person to fill the vacancy until the next Annual General Meeting.
- 14.6. The office of a Director becomes vacant if the person holding the office:
- (a) Dies;
 - (b) Is convicted of an indictable offence
 - (c) Becomes bankrupt, or has an application for bankruptcy pending against them;
 - (d) Becomes of unsound mind;
 - (e) Resigns their office by notice in writing to the Board;
 - (f) Fails to attend three consecutive meetings of the Board without prior approval granted by the Board;
 - (g) Ceases to be a member of the association, where such membership was a condition of their election or appointment; or
 - (h) Where relevant, fails to pay all arrears of subscription due by them within fourteen days of being issued a written notice that they have ceased to be a financial member.
 - (i) Where 2/3 of the board are satisfied that the Director has engaged in conduct that is:
 - i) contrary to the interest of CRANApplus; and
 - ii) significant
- 14.7. Directors who have a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of their interest to the Board in accordance with Section 31 of the Act.
- 14.8. Disclosures must be recorded in the minutes of the meeting.
- 14.9. Where the Board considers that a Director's potential or actual conflict of interest is sufficient to impair their ability to discharge their Board responsibilities, the Board may either:
- (a) direct that the Director either take a leave of absence from the Board or vacate their position on the Board; or
 - (b) if the interest relates to a contract the association is considering, allow the Director to take part in deliberations with respect to the contract but must not allow the Director to partake in the final decision, per Section 32 of the Act; or

- 14.10. For the purposes of Clause 14, a potential or actual conflict of interest will not be taken to exist where the Director merely:
- (a) is a member of a class of persons for whose benefit the association is established; or
 - (b) has the pecuniary interest in common with all or a substantial proportion of the members of the association.

PART 5 – MEETINGS OF BOARD OF DIRECTORS

15. Meetings

- 15.1. The Board shall hold a meeting no fewer than six times per year.
- 15.2. Directors shall be given written notice of a Meeting no fewer than seven days prior to the Meeting.
- 15.3. Meetings may be face-to-face or via such electronic means as the Board deems acceptable.
- 15.4. A simple majority of Directors shall constitute a quorum, provided that no less than half of the Directors present are members of the association, and no business may be transacted without a quorum.
- (a) If a quorum is not present within 15 minutes of the planned start time of a Meeting, the Meeting shall be adjourned for one week.
 - (b) If a quorum is not present within 15 minutes of the planned start time of a Special Board Meeting, the Special Board Meeting will lapse.
- 15.5. Special meetings of the Board may be convened by the Chair or any four of the Directors.
- (a) Notice of a Special Board meeting shall state the purpose of the Special Board Meeting, and also state that no other business may be transacted at that meeting.
- 15.6. The Chair shall chair Meetings of the Board or if absent, the Deputy Chair, or if also absent, the Board may elect one of the other Directors present.
- 15.7. All questions arising at Meetings shall be decided by a majority of votes. A secret poll may be requested by any Director.
- 15.8. Each Director is entitled to one vote and in the event of a tied vote, the Chair shall have a casting vote.
- (a) In the absence of the Chair, no casting vote is allowed and the matter will be set aside.

- 15.9. Notwithstanding Clause 15.2, where a majority of directors agree in writing to discuss or wish to discuss an urgent matter on fewer than 7 days' notice, a meeting can proceed on 24 hours' notice.

16. Sub-Committees

- 16.1. The Board may at any time appoint a sub-committee and prescribe its functions, membership, and terms of reference. The Board may delegate any of its roles and functions other than:
- (a) this power of delegation or
 - (b) a duty imposed on the Board by the Act or any other law.
- 16.2. The Board may co-opt as members of a sub-committee such persons as it sees fit, whether or not they are members of the association.
- 16.3. The Board may, in writing, revoke wholly or in part the delegation.

17. Public Officer

- 17.1. The Public Officer of the association is the Chief Executive Officer appointed by the Board, provided the Chief Executive Officer resides in the State or Territory in which the association is incorporated.
- (a) Otherwise the Public Officer is a Director, or other member of the association nominated by the Board, who resides in the State or Territory in which the association is incorporated.
- 17.2. The Public Officer must ensure that documents are filed in accordance with Sections 23, 28 and 45 of the Act.

PART 6 –GENERAL MEETINGS

18. Annual General Meeting

- 18.1. An Annual General Meeting of the members shall be held each calendar year between the 1st day of July and the 30th day of November on a date determined by the Board, for the following purposes:
- (a) To approve the minutes of the preceding Annual General Meeting.
 - (b) To consider any business arising from the minutes.
 - (c) To receive the report of the Board and audited statements of the accounts and financial reports for the preceding financial year.
 - (d) To elect to vacancies on the Board.

- (e) To transact any other business which has been listed in the notice of meeting, and of which the Secretary or delegate has received notice in writing no less than seven days previously, unless a Special Resolution is required, in which case it must comply with Section 20.8 of this Constitution.
 - (f) To deal with any other business that the Chair allows to be brought forward.
- 18.2. Audited Financial Statements are to be made available to members 14 days prior to the Annual General Meeting for inspection and are required to be presented at the Annual General Meeting.
- 18.3. The date of an Annual General Meeting shall be notified to members in writing no less than 30 days prior to the proposed date.
 - (a) Notice of Annual General Meeting shall include a list of Directors who are continuing their terms of office, Directors who are interested in re-election, and Directors who are retiring.
 - (b) Notice of Annual General Meeting shall include a list of nominees for election to the Board, the information submitted by the nominees per Clause 18.4(c) and (d), and instructions and voting materials to enable members to cast a vote for each nominee by pre-poll.
- 18.4. Nominations for election to the Board shall close 60 days prior to the date of the Annual General Meeting. Nominations must be in writing to the CEO;
 - (a) signed by two members (one of whom may be the nominee);
 - (b) include a statement signed by the nominee that the nominee agrees to be nominated;
 - (c) include a brief outline of the nominee's background; and
 - (d) include a statement as to why members should elect (or re-elect) them to the Board.
- 18.5. Election of the Board
 - (a) Where more than one nomination is received for a vacancy on the Board, an election will be required at the Annual General Meeting.
 - (b) Where no nominations are received for a vacancy on the Board, the Board may appoint an eligible person pursuant to Clause 14.1 until the following Annual General Meeting.
 - (c) A returning officer for Board elections shall be appointed by the Board if necessary.

19. Special General Meeting

- 19.1. The Board or delegate shall convene a Special General Meeting:
- (a) When directed to do so by the Board;
 - (b) Upon receiving a requisition of the board in writing, signed by not less than one-third of the Directors or signed by ten members of the association. Such requisition shall clearly state the reasons why such Special General Meeting is being convened and the nature or the business to be transacted thereat;
 - (c) Where an applicant, whose membership has been rejected or terminated, provides the Board with written notice of their intention to appeal the decision.
- 19.2. The Secretary shall convene a Special General Meeting within 30 days of the delivery of the requisition, or notice in writing, and shall notify all members of the association of the date and reason for such meeting. No business at such meeting other than that contained in the requisition in writing or notice in writing referred to above shall be considered.

20. Conduct of General Meetings

- 20.1. Except as provided for in Clause 10.2, a quorum for a General Meeting is 15 (fifteen) members present in person. No item of business may be transacted unless a quorum is present.
- 20.2. If within one hour of the appointed time for the meeting a quorum is not present:
- (a) Where the meeting was convened upon the requisition of members, the meeting shall be dissolved.
 - (b) In any other case, the meeting shall be adjourned to the same day and time in the next week, at the same place, unless an alternative venue is specified by the chairperson. If at the adjourned meeting a quorum per Clause 20.1 is not present within one hour, the members present shall constitute a quorum.
- 20.3. The Chair shall preside at a General Meeting, or if not present the Deputy Chair. If neither is present, the members at the meeting shall select one of their number to preside.
- 20.4. The chairperson at a General Meeting may, with the consent of the members present, adjourn the meeting from time to time and place to place.
- (a) No business may be transacted at an adjourned meeting other than that left unfinished at the original meeting.
- 20.5. Each member shall have one vote on a resolution put before the members.

- 20.6. In the event of an equality of votes, a secret ballot shall be held to decide the matter. If there remains an equality of votes, the chairperson at the meeting shall have a casting vote.
- 20.7. Voting shall occur by show of hands with the result as declared by the chairperson, except:
- (a) As required by Clause 20.6.
 - (b) Election of Directors as required by 18.3 (b).
 - (c) Special resolutions as required by 3.1 (p).
- 20.8. Special Resolutions
- (a) A special resolution may be moved at any general meeting of the association.
 - (b) The Secretary must give all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed unless otherwise provided in the Schedule.
 - (c) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.
 - (d) A special resolution is passed if no less than three quarters (75%) of votes cast are in favour of the special resolution.

PART 7 – FINANCIAL MANAGEMENT

21. Income and Property of the association

- 21.1. The income and property of the association, however derived, shall be applied solely to promote the objects and purposes of the association. No portion shall be paid or transferred in any way to a member of the association, except as bona fide compensation for services rendered or expenses incurred on behalf of the association and authorised by the Board or delegate.
- 21.2. Directors may be paid sitting fees only if a Special Resolution is passed authorising such payments.
- 21.3. Payments to all persons who are not members of the association shall occur as in the ordinary course of business.

22. Finance

- 22.1. The funds of the association shall be derived from annual subscriptions, conference fees, donations, government grants and subsidies, investments, and any other sources that the Board may determine.

- 22.2. True accounts shall be kept in accordance with Section 41 of the Act, and the applicable Australian Accounting Standards.
- 22.3. The Treasurer or delegate shall receive all monies paid to the association
- 22.4. All monies received shall be paid into a suitable Financial Institution account approved by the Board as soon as possible after receipt.
- 22.5. No funds shall be drawn from the association' account except for payment of expenditure that has been authorised by the Board. Such authorisation may be by way of budget approval, or any other means deemed satisfactory to the Board.
- 22.6. Signatories to the association' account shall be the Treasurer (or delegate), and any other persons approved by the Board.

23. Auditor

- 23.1. At each Annual General Meeting, the members present shall appoint a person, who is not a member or the Public Officer of the association, as the auditor of the association.
- 23.2. If an auditor is not appointed at the Annual General Meeting, the Board shall appoint an auditor for the current financial year.
- 23.3. The auditor shall hold office until the next Annual General Meeting, and is eligible for reappointment, subject to clause 23.1.
- 23.4. If a casual vacancy occurs in the office of auditor, the Board may appoint a person, who is not a member or the Public Officer of the association, as the auditor, who shall hold office until the next Annual General Meeting.
- 23.5. At least once every financial year, the accounts of the association shall be audited in accordance with the Act and applicable Australian Auditing Standards.

PART 8 – INDEMNITIES

24. Indemnities

- 24.1. To the extent permitted by law, the association may indemnify each Relevant Officer against:
 - (a) A Liability of that person; and
 - (b) Legal Costs of that person.
- 24.2. To the extent permitted by law, the association may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.

- 24.3. To the extent permitted by law, the association shall pay, a premium for a contract insuring a Relevant Officer against:
- (a) A Liability of that person; and
 - (b) Legal Costs of that Person.

PART 9 – GRIEVANCE AND DISPUTES

25. Grievance and disputes procedures

- 25.1. This clause applies to disputes between –
- (a) a member and another member; or
 - (b) a member and the Board.
- 25.2. Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet (either in person or by any other means) and discuss the matter in dispute, and, if possible, resolve the dispute.
- 25.3. 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.
- 25.4. The mediator must be –
- 25.5. a person chosen by agreement between the parties; or
- 25.6. in the absence of agreement –
- (a) for a dispute between a member and another member – a person appointed by the Board, or delegate; or
 - (b) for a dispute between a member and the Board– a person who is a mediator appointed or employed by the department administering the Act.
- 25.7. A member of the association can be a mediator so long as the member is not a party to the dispute
- 25.8. The parties to the dispute must act in good faith to attempt to settle the dispute by mediation.
- 25.9. The mediator, in conducting the mediation, must –
- (a) give the parties to the mediation 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.

- 25.10. The mediator must not determine the dispute.
- 25.11. 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 10 – WINDING UP

26. Winding Up the association (Transfer of Property)

- 26.1. the association may, by special resolution passed in accordance with Section 20.8 of this constitution, determine to transfer all its real and personal property to:
- (a) another body, whether incorporated or unincorporated, formed for promoting objects similar to its own or charitable objects; or
 - (b) a council for the area in which the property is situated.
- 26.2. The resolution is of no effect if the association does not, within 14 days after the passing of a special resolution referred to in section 26.1.:
- (a) file a copy of the resolution with the Commissioner; and
 - (b) give notice of its intention to transfer all its property in accordance with the resolution published in:
 - i. a newspaper circulating in the part of the Territory where the association carries on its activities; and
 - ii. any other publication circulating in that part of the Territory that the Commissioner considers appropriate; and
 - iii. the Gazette.
- 26.3. A member of the association who did not vote in favour of the resolution may, within 28 days after publication of the resolution under Clause 26.2, apply to the Supreme Court for an order prohibiting the association from transferring its property.
- 26.4. A creditor of the association may, within 28 days after publication of the resolution under Clause 26.2, apply to the Supreme Court for an order prohibiting the association from transferring its property on the ground that the creditor's debt has not been paid.
- 26.5. The Court may determine the matters in question, as it considers appropriate.
- 26.6. The association must not transfer its property:
- (a) until 28 days after the publication of the last notice given under Clause 26(2)(b); or
 - (b) if an application to the Court has been made under subsection (3), unless the Court permits the transfer; or

- (c) after a letter has been sent to the association under section 65(1) of the Act, or a notice is issued under section 65(4), unless the Commissioner has, in writing, informed the association that the Commissioner is satisfied the association is carrying out its functions or is in operation; or
 - (d) other than in accordance with Clause 26.1;
- 26.7. When the association has completed the transfer of all its property under this section:
 - (a) the public officer of the association must immediately file notice of its completion with the Commissioner; and
 - (b) Three (3) months after the filing of the notice under paragraph (a), the association is taken to be dissolved.
- 26.8. This section, other than subsection (6), does not prevent the association making gifts that do not constitute the whole or the greater part of its property or the disposal of property under section 55 of the Act.