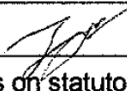


This is the annexure marked "A" referred to in the statutory declaration of:

Name of Public Officer	CHARLES FREDERICK RICHARDSON
Made on (date)	28 NOVEMBER 2019
Before me	
	(signature of witness on statutory declaration)

Constitution of NTCOGSO

(Northern Territory Council of Government School Organisations Incorporated)

ASSOCIATIONS ACT 2005



YOUR VOICE FOR NT PUBLIC EDUCATION

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Part 1 – Preliminary

1. Name

The name of the incorporated Council ("the Association") is stated in the Schedule.

2. Objects and purposes

The objects and purposes of the Council are specified in the Schedule.

3. Minimum number of Affiliate Organisations (Members)

The Council must have at least the number of members as specified in the Schedule.

4. Definitions

In this Constitution, unless the contrary intention appears:

"Act" means the Associations Act and regulations made under that Act;

"Executive Officer" means the person appointed pursuant to clause 41

"Advisory Committee" means the Advisory Committee established pursuant to Part 3;

"Affiliate Organisation (Member)" means an Organisation which is affiliated pursuant to clause 10;

"Annual Full Council Meeting" means the Full Council Meeting held in accordance with clause 50;

"Annual General Meeting" means the session of the Annual Full Council Meeting at which the business described in clause 51 is conducted;

"Business Committee" means the Business Committee established pursuant to clause 61

"Constitution" means this document, which constitutes the rules of the Council for the purposes of the Act;

"Council" means the Northern Territory Council of Government School Organisations Incorporated;

"Delegate" means a person officially appointed to represent an Affiliate Organisation (Member);

"Executive" means the Executive Committee of the Council;

"Financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

"Full Council Meeting" means a meeting of Council held in accordance with clause 50;

"Organisation" means any School Representative Body, school committee, parent or family group, parent and teacher association, or other organisation connected with a Government school or preschool in the Northern Territory and so constituted or contained within Terms of Reference that effective control of the organisation is in the hands of the Parent membership;

"Region" means a Region in the Northern Territory;

"Regional Council" means Regional Council established pursuant to clause 60;

"Parent" means the definition provided in the Northern Territory Education Act (2015);

"Register of Members" means the register of the Council's Affiliate Organisations (Members) established and maintained under section 34 of the Act;

“Special Full Council Meeting” means a Full Council Meeting referred to in clause 49;

“Special resolution” means a resolution notice of which is given under clause 53 and passed in accordance with section 37 of the Act.

“Territory” means the Northern Territory of Australia.

Part 2 – Constitution and Powers of the Council

5. Powers of the Council

- (1) For achieving its objects and purposes, the Council has the powers conferred by sections 11 and 13 of the Act.
 - (2) Subject to the Act, the Council may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on the terms and in the manner it considers appropriate;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.
-

6. Effect of Constitution

This Constitution binds every Affiliated Organisation (Member) and the Council to the same extent as if every Affiliated Organisation (Member) and the Council had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

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

8. Altering the Constitution

- (1) The Council may alter this Constitution;
 - (a) by special resolution at a Full Council Meeting but not otherwise;
 - (b) by providing 30 days’ notice to Affiliate Organisations (Members) in writing for any such amendment;
 - (c) amendments must be passed by a majority vote of two thirds of the total Council present at the meeting;

- (d) if the Constitution is altered, the public officer must ensure compliance with section 23 of the Act; and
 - (e) following any amendments to this Constitution, one (1) dated copy shall be distributed to each Affiliate Organisation (Member).
-

Part 3 – Council Membership

Division 1 – Affiliation Membership

9. Application for Affiliation

- (1) To apply to become an Affiliate of the Council an Organisation must:
 - (a) be registered as a Northern Territory Government School; and
 - (b) submit in writing a request for Affiliation with the Council through the Executive Officer.
 - (2) The Executive Officer shall submit the application to the Executive.
-

10. Approval of Council

- (1) The Executive must consider any application made under clause 9 as a resolution at the next available Executive meeting and must accept or reject the application at that meeting or the next.
 - (2) If the Executive approves an application for Affiliation, the Organisation becomes an Affiliate Organisation (Member).
 - (3) If an application is rejected, the applicant may appeal against the decision by giving notice to the Executive Officer within 14 days after being advised of the rejection.
 - (4) If an applicant gives notice of an appeal against the rejection of an Organisations application, the Executive must reconsider the application at the next Executive Meeting after receipt of the notice of appeal.
 - (5) If after reconsidering an application the Executive reaffirms its decision to reject the application, the decision is final.
-

11. Annual Affiliation fees

- (1) The annual Affiliation fee is the amount determined from time to time by resolution at a Full Council Meeting.
 - (2) Each Affiliate Organisation (Member) must pay the annual Affiliation fee to the Council in advance, by 31 March each year or another date determined by the Executive from time to time.
 - (3) An Affiliate Organisation (Member) whose fees are more than six (6) months in arrears shall not be entitled to be represented by Delegates at Council meetings, and shall not otherwise participate in the affairs of Council, until the outstanding fees are paid. If fee are not paid this can lead to Termination of Affiliation as detailed in clause 20.(1)(c).
-

12. Life Membership

- (1) Any person who has rendered special service to the Council may be nominated by a Regional Council or Executive member for life membership.
 - (2) All nominations for Life Members must be considered and where appropriate endorsed by the Executive.
 - (3) Life Members may attend and speak at meetings of the Executive or Council. Eligibility to vote shall be by invitation and for either a particular Executive Meeting or for a designated period.
 - (4) Life Members shall be exempted from payment of the registration component of fees for Full Council Meetings.
-

Division 2 – Rights of Affiliated Organisations (Members)

13. General

- (1) Subject to clause 10.(2), an Affiliate Organisation (Member) may exercise the rights of Affiliation when the Organisations name is entered in the register of Affiliate Organisations (Members).
 - (2) A right of Affiliation of the Council:
 - (a) is not capable of being transferred or transmitted to another Organisation; and
 - (b) terminates on the cessation of Affiliation whether by dissolution or wind up, resignation or otherwise, as outlined in Division 4.
 - (3) Each Affiliate Organisation (Member) shall be provided with one (1) copy of this constitution upon joining.
 - (4) Nothing contained in this Constitution shall in any way prejudice or give to Council or the Executive any power whatsoever to interfere with the right of any Affiliate Organisation (Member) to determine the conduct of its own affairs.
-

14. Voting

- (1) Subject to clause 14.(2) and clause 18 each delegate has one vote at a Full Council Meeting.
 - (2) Life members may be invited to vote as per clause 12.(3).
 - (3) A delegate is not eligible to vote if the:
 - (a) Affiliate Organisation (Member) they are representing has not notified the Executive Officer of their details as set out in clause 19; or
 - (b) Affiliate Organisation (Member) the delegate is representing has annual fees more than six (6) months in arrears as detailed in clause 11.(3).
 - (4) An Affiliate Organisation is not eligible to vote until 10 working days after their application has been accepted.
-

15. Notice of meetings and special resolutions

The Executive Officer must give each Affiliate Organisation (Member) notice of a Full Council Meeting and special resolutions in the manner and time prescribed by this Constitution.

16. Access to information on Council

- (1) The following must be available for inspection by an Affiliate Organisations (Members):
 - (a) a copy of this Constitution;
 - (b) minutes of general meetings; and
 - (c) annual reports and annual financial reports.
-

17. Raising grievances and complaints

- (1) Affiliate Organisations (Members) may raise a grievance or complaint about an Executive member, the Executive or another Affiliate Organisation (Member) of the Council.
 - (2) The grievance or complaint must be dealt with by following the procedures set out in Part 9.
-

Division 3 – Representation

18. Representation

- (1) An Affiliate Organisation (Member) may be represented by delegates determined as follows:
 - (a) a school with an enrolment of 150 or under is entitled to be represented by one Delegate;
 - (b) a school with an enrolment of between 151 and 300 is entitled to be represented by two Delegates;
 - (c) a school with an enrolment of between 301 and 500 is entitled to be represented by three Delegates; and
 - (d) a school with an enrolment of 501 or more is entitled to be represented by four Delegates.
 - (2) Where two or more Affiliate Organisations (Members) represent the one school, the school's Delegate entitlements (as per paragraphs (a) to (d) above) will be shared on the basis agreed between the relevant Affiliate Organisations (Members), or failing agreement, on the basis determined by the Executive. A student can only be counted once for the purpose of apportioning Delegate numbers.
 - (3) The enrolment referred to in clause 18.(1) shall be the most recent enrolment numbers available immediately preceding the meeting for which delegates are being appointed.
-

19. Alternate Delegates

- (1) An Affiliate Organisation (Member) may appoint alternate delegates to substitute for delegates during particular sessions of a Council Meeting provided the Executive Officer has been notified of such substitutions prior to the commencement of the session.

Division 4 – Termination, Suspension and Expulsion

20. Termination of Affiliation

- (1) Affiliation of the Council may be terminated upon:
 - (a) the dissolution or winding up of the Affiliate Organisation (Member);
 - (b) the giving of notice in writing by the Affiliate Organisation (Member) to the Executive Officer;
 - (c) non-payment of the annual Affiliation fee within the time allowed under clause 11.(3);
 - (d) making a public statement on behalf of the Council without approval from the Executive as per clause 38.(2), unless the Council determines otherwise; or
 - (e) expulsion in accordance with this Division.
-

21. Notice of Termination of Affiliation

- (1) If the Executive considers that an Affiliate Organisation (Member) should be terminated because their conduct is detrimental to the interests of the Council, the Executive must give notice of the proposed termination to the Affiliate Organisation
 - (2) The notice must:
 - (a) be in writing to the Affiliate Organisation (Member) and include:
 - (i) the time, date and place of the Executive Meeting at which the question of that termination will be decided; and
 - (ii) the particulars of the conduct; and
 - (b) be given to the Affiliate Organisation (Member) not less than 30 days before the date of the Executive Meeting referred to in paragraph (a)(i).
 - (3) At the meeting, the Executive must afford the Affiliate Organisation (Member) a reasonable opportunity to be heard or to make representations in writing.
 - (4) Subject to clause 24, the decision to terminate an Affiliate Organisation (Member) takes effect 14 days after the day on which notice of the decision is given to the Affiliate Organisation (Member).
-

22. Suspension or expulsion of Delegates

- (1) If the Executive considers a delegate, representing an Affiliate Organisation (Member) should be suspended or expelled if;
 - (a) their conduct is detrimental to the interests of the Council; or
 - (b) upon making a public statement on behalf of the Council without approval from the Executive as per clause 38.(2), unless the Council determines otherwise as stated.
-

23. Notice of suspension or expulsion of Delegates

- (1) If the Executive considers that a delegate of an Affiliated Organisation (Member) should be suspended or expelled because their conduct is detrimental to the interests of the Council, the Executive must give notice of the proposed suspension or expulsion to the delegate and their Affiliate Organisation (Member).
 - (2) The notice must:
 - (a) be in writing to the delegate and their Affiliate Organisation (Member) and include:
 - (i) the time, date and place of the Executive Meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
 - (b) and be given to the delegate and their Affiliate Organisation (Member) not less than 30 days before the date of the Executive Meeting referred to in paragraph (a)(i).
 - (3) At the meeting, the Executive must afford the delegate a reasonable opportunity to be heard or to make representations in writing.
 - (4) The Executive may suspend or expel or decline to suspend or expel the delegate from the Council and must give written notice of the decision and the reason for it to the Affiliate Organisation (Member).
 - (5) Subject to clause 24, the decision to suspend or expel a representative takes effect 14 days after the day on which notice of the decision is given to the delegate and their Affiliate Organisation (Member).
-

24. Appeals against suspension or expulsion

- (1) A delegate who is suspended or expelled under clause 23 may appeal against that suspension or expulsion by giving notice to the Executive Officer within 14 days after receipt of the Executive's decision.
 - (2) The appeal must be considered at an Executive Meeting and the delegate must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
 - (3) The Executive members present at the Executive Meeting must, by resolution, either confirm or set aside the decision to suspend or expel the delegate.
 - (4) The delegate is not suspended or does not cease to be a delegate until the decision of the Executive to suspend or expel them is confirmed by a resolution of the Council.
-

Part 4 – The Executive

Division 1 – General

25. Role and Powers

- (1) The business of the Council shall be managed by or under the direction of a Management Committee to be known as the Executive, which shall have power to do all things necessary to achieve the objects of Council.
- (2) Roles and powers include the;

- (a) Executive may exercise all the powers of the Council except those matters that the Act or this Constitution requires the Council to determine through a Full Council Meeting;
 - (b) Executive may appoint and remove staff;
 - (c) Executive may establish one or more subcommittees consisting of the Affiliate Organisations (Members) the Executive considers appropriate; and
 - (d) Executive at all times shall be subject to the direction of the Council;
- (3) And, all actions taken by the Executive in the name of the Council shall be deemed to be done by the Council.
-

26. Composition of the Executive

- (1) The Executive consists of:
- (a) a President;
 - (b) a Vice-President;
 - (c) a Treasurer;
 - (d) one representative of each Regional Council, being the Chair of the Regional Council, or such other person nominated by the Regional Council; and
 - (e) any other office holder provided in the Schedule
 - (f) Executive may invite not more than 3 persons who the Executive considers having special qualifications, knowledge or experience which will be able to assist the Executive in the exercise and performance of its functions by the giving of information or advice.
- (2) Unless elected directly as a separate office holder, the Executive must appoint one delegate to be the Council's public officer.
-

27. Delegation

- (1) The Executive may delegate to a subcommittee or staff any of its powers and functions other than:
- (a) this power of delegation; or
 - (b) a duty imposed on the Executive by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Executive considers appropriate.
- (3) The Executive may, in writing, revoke wholly or in part the delegation.
-

Division 2 – Tenure of office

28. Eligibility of the Executive

- (1) A person shall be eligible for membership of the Executive provided that the person:

- (a) is 18 years or over;
 - (b) is the Parent of a child currently enrolled in a Government school in the Northern territory;
 - (c) the person is either a parent member of, or has served at least one term a member of, a School Representative Body within the meaning of the Education Act;
 - (d) undertakes to attend meetings and seek the views of the Affiliate Organisation (Member) in relation to issues considered by Council;
 - (e) must also meet any additional criteria provided in the Schedule; and
 - (f) be an Invited Member as provided in the Schedule.
- (2) Executive members must be elected to the Executive at an Annual General Meeting or appointed under clause 32.
- (3) All Executive positions fall vacant at the Annual General Meeting. The persons referred to in clause 26.(1)(d) shall take office ex officio (as provided for in the Schedule) from the conclusion of the Annual Full Council Meeting. The positions referred to in clause 26.(1)(a) to (c) shall be determined in accordance with clause 30 below, and the persons so elected shall take office from the conclusion of the Annual Full Council Meeting.
- (4) Members may serve consecutive terms on the Executive unless otherwise provided in the Schedule.
-

29. Nominations for election to the Executive

- (1) All nominations for elected positions on the Executive shall be by decision of a properly constituted meeting of an Affiliate Organisation (Member) and must be endorsed by the relevant Regional Council. Such endorsement shall be given provided that the criteria specified in clause 28 is addressed.
- (2) Nominations for a position on the Executive shall be given at the Annual General Meeting provided that no person shall be nominated for any position in their absence unless the written consent of such person to such nomination is produced to the Chair of that meeting.
- (3) If only one nomination for an elected office is received that nominee shall take office. If more than one nomination is received for a particular elected office, a secret ballot shall be conducted and the person receiving the most votes is declared elected. In the event of equal votes, the Chair shall call for a second ballot. If votes are still equal, the Chair shall determine the result by lot.
-

30. A person who is eligible for election or re-election

- (1) Under this clause a person eligible for election or re-election may:
- (a) propose or second oneself for election or re-election; and
 - (b) vote for oneself.
-

31. Retirement of the Executive members

- (1) An Executive member holds office until the next Annual General Meeting unless the member vacates the office under clause 34 or is removed under clause 35.

- (2) Subject to clause 31.(3), at an Annual General Meeting the office of each Executive member becomes vacant and elections for a new Executive must be held.
 - (3) The President of the outgoing Executive must preside at the Annual General Meeting until a new member is elected as President.
-

32. Election by default

- (1) If the number of persons nominated for election to the Executive under clause 26 does not exceed the number of vacancies to be filled, the President must declare the persons to be duly elected as members of the Executive at the Annual General Meeting.
 - (2) If vacancies remain on the Executive after the declaration under clause 32.(1), additional nominations of Executive members may be accepted from the floor of the Annual General Meeting.
 - (3) If the nominations from the floor do not exceed the number of remaining vacancies, the President must declare those persons to be duly elected as members of the Executive.
 - (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Executive in accordance with clause 36.
-

33. Election by ballot

- (1) If the number of nominations exceeds the number of vacancies on the Executive, ballots for those positions must be conducted.
 - (2) If more than one nomination is received for a particular elected office, a secret ballot shall be conducted and the person receiving the most votes is declared elected.
 - (3) In the event of equal votes, the President shall call for a second ballot. If votes are still equal, the President shall determine the result by lot.
 - (4) The members chosen by ballot must be declared by the President to be duly elected as members of the Executive.
-

34. Vacating office

- (1) The office of an Executive member becomes vacant if a member:
 - (a) is disqualified from being an Executive member under section 30 or 40 of the Act;
 - (b) resigns by giving written notice to the Executive;
 - (c) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (d) ceases to be a resident of the Territory;
 - (e) ceases to be a member of the Regional Council;
 - (f) a member of the Executive may be removed from the office if the Executive at two (2) consecutive meetings agree that the person is not discharging their duties satisfactorily;

- (g) a Regional Council may also agree to remove from office an Executive member it has appointed where it considers that such person has failed to comply with this Constitution;
 - (h) issues a public statement without approval under clause 38.(2); or
 - (i) if the member is absent from more than:
 - (i) three (3) consecutive Executive meetings; or
 - (ii) three (3) Executive meetings in the same financial year without tendering an apology to the President;of which meetings the Executive Member received notice and the Executive has resolved to declare the office vacant; or
 - (j) in any of the circumstances provided for by the Schedule.
-

35. Removal of an Executive member

- (1) The Council, through a Special Full Council Meeting may remove any Executive member before the member's term of office ends, see clause 49 for details on holding a Special Council meeting.
 - (2) If a vacancy arises through removal under clause 35.(1), an election must be held to fill the vacancy.
-

36. Filling casual vacancy on the Executive

- (1) If a vacancy remains on the Executive after the application of clause 32 or if the office of an Executive member becomes vacant under clause 35, such vacancy shall be filled by appointment by the Executive from the relevant Region where possible. The person so appointed shall hold office until the conclusion of the next Annual Full Council Meeting.
 - (2) However, if the office of Public Officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.
-

Division 3 – Duties of the Executive

37. Collective responsibility of the Executive

- (1) The Executive:
 - (a) shall as soon as practical after being elected to the Executive, each member must become familiar with the Act and regulations made under the Act;
 - (b) is collectively responsible for ensuring the Council complies with the Act and regulations made under the Act;
 - (c) delegate such matters, as they believe appropriate to Regional Councils;
 - (d) appoint and/or nominate representatives and/or delegates to all territory, State, National or International forums, as may be appropriate for Council to be represented at or on; and
 - (e) appoint a returning officer to conduct the annual elections.

38. President and Vice-President

- (1) Subject to clause 38.1 (a) and (b), the President must preside at all general meetings and Executive meetings:
 - (a) if the President is absent from a meeting, the Vice-President must preside at the meeting; and
 - (b) if the President and the Vice-President are both absent, the presiding Member for that meeting must be:
 - (i) an Affiliated Organisation (Member) elected by the other Affiliated Organisation (Members) present if it is a General Meeting; or
 - (ii) an Executive Member elected by the other Executive Members present if it is an Executive Meeting.
- (2) The President shall only make public statements on behalf of Council or their delegated nominee provided that nominee has the previous agreement of at least two (2) members of the Business Committee for any statements. If any delegate or other Affiliate Organisation (Member) of the Executive fails to comply with this clause he/she shall cease to be an Affiliate Organisation (Member) of the Executive unless Council determines otherwise.
- (3) Delegate the duties of a Secretary to the secretariat:
 - (a) minutes of all Council, Executive and Business Executive meetings are kept in accordance with section 38 of the Act;
 - (b) minutes of all Council, Executive and Business Executive meetings shall be circulated to all Executive members;
 - (c) a register of Affiliate Organisations (Members), their Delegates and alternate delegates is kept in accordance with section 34 of the Act;
 - (d) each Affiliate Organisation's (Member's) Secretary and delegates are sent the minutes of all meetings of Council within twenty-eight (28) days after any such meeting;
 - (e) notice in accordance with this Constitution of the convening of General Meetings of Council and of any special or public meeting is given;
 - (f) the directions of a meeting of Council or of a meeting of the Executive are carried out;
 - (g) correspondence on behalf of Council and the Executive is dealt with in a proper manner; and
 - (h) a copy of all correspondence is kept;
 - (i) unless the Council resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Council, other than those required by clause 39.(1)(g) to be in the custody of the Treasurer; and
 - (i) perform any other duties imposed by this constitution on the Executive Officer.

39. Treasurer

- (1) The Treasurer must:

- (a) receive all monies paid to or received by the Council and issue receipts for those moneys in the name of the Council;
 - (b) pay all monies received into the account of the Council within 5 working days after receipt;
 - (c) make any payments authorised by the Executive or by a Full Council Meeting from the Council's funds;
 - (d) ensure online banking is performed by the Treasurer and at least one other Executive member or by any 2 other Executive Members authorised by the Council;
 - (e) ensure the accounting records of the Council are kept in accordance with section 41 of the Act;
 - (f) coordinate the preparation of the Council's annual statement of accounts;
 - (g) if directed to do so by the President, the Treasurer must submit to the Executive a report, balance sheet or financial statement in accordance with that direction;
 - (h) prepare a draft annual budget for submission to Council underlining a scale of affiliation fees and allocations for Regional Council's in accordance with clause 13.(1);
 - (i) hold custody of all securities, books and documents of a financial nature and accounting records of the Council unless the members resolve otherwise at a general meeting; and
 - (j) perform any other duties imposed by this Constitution on the Treasurer.
-

40. Public Officer

- (1) 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.
 - (2) The Public Officer must keep a current copy of the Constitution of the Council.
-

41. Executive Officer

- (1) The Executive shall, subject to this Constitution, appoint a person to be the Executive Officer of Council.
 - (2) The Executive Officer shall have such duties as are determined by the Executive, as well as such functions and duties as are set out in this Constitution.
 - (3) The Executive Officer shall not be a member of the Executive.
-

42. Other Positions

- (1) Council may employ such other persons on such terms and conditions as the Executive determines and consistent with relevant employment laws to assist in the attainment of the objects of the Council or any matter incidental to those objects.
-

Part 5 – Meetings of the Executive

43. Frequency and calling of meetings

- (1) The Executive must convene for the conduct of business not less than 4 times in each financial year unless otherwise provided in the Schedule.
 - (2) The President, or at least half the Executive members, may at any time convene a special meeting of the Executive.
 - (3) A special meeting may be convened to deal with an appeal under clause 24.
-

44. Voting and decision making

- (1) Each Executive member present at the meeting has a deliberative vote.
 - (2) A question arising at an Executive Meeting must be decided by a majority of votes.
-

45. Quorum

- (1) At any meeting of the Executive, the quorum is as specified in the Schedule.
-

46. Procedure and order of business

- (1) The procedure to be followed at an Executive Meeting must be determined from time to time by the Executive.
 - (2) The order of business may be determined by the members present at the meeting.
 - (3) Only the business for which the meeting is convened may be considered at a special meeting.
-

47. Disclosure of interest

- (1) A member of the Council who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Council must disclose the nature and extent of the interest to the Executive in accordance with section 31 of the Act.
 - (2) The person delegated to undertake the Secretary duties must record the disclosure in the minutes of the meeting.
 - (3) The President must ensure an Executive Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.
-

Part 6 – General (Full Council) Meetings

48. Convening General Meetings

- (1) The Council must hold an Annual General Meeting within 5 months after the end of the Council's financial year.

- (2) The Executive:
 - (a) may at any time convene a special general meeting;
 - (b) must, within 30 days after the Executive Officer receives a notice under clause 24.(1), convene a special general meeting to deal with the appeal to which the notice relates; and
 - (c) must, within 30 days after it receives a request under clause 49.(1), convene a special general meeting for the purpose specified in that request.
-

49. Special Full Council Meetings

- (1) A Special Full Council Meeting can be convened by half the number of Affiliate Organisations (Members) constituting a quorum for a general meeting may make a written request to the Executive Officer for a Special General Meeting unless otherwise provided in the Schedule.
 - (2) The request must:
 - (a) state the purpose of the Special General Meeting; and
 - (b) be signed by the members making the request.
 - (3) If the Council fails to convene a special general meeting within the time allowed:
 - (a) for clause 48.(2)(b) – the appeal against the decision of the Council is upheld; and
 - (b) for clause 48.(2)(c) – the Affiliate Organisations (Members) who made the request may convene a special general meeting as if they were the Council.
 - (4) If a special general meeting is convened under clause 49.(3)(b), the Council must meet any reasonable expenses of convening and holding the special general meeting.
 - (5) The Executive must give to all members not less than 21 days' notice of a Special Full Council Meeting.
 - (6) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
-

50. Annual Full Council Meeting

- (1) There shall be at least one (1) Full Council Meeting, within five (5) months after the end of the last Financial Year.
- (2) The Executive must give to all Affiliated Organisations (Members) not less than Five (5) weeks notice of an Annual meeting unless otherwise provided in the Schedule.
- (3) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (4) The order of business for each Annual Full Council is as follows:

- (a) the President shall present a report outlining the proceedings of the Executive since the last Annual Full Council Meeting;
 - (b) the President must give a yearly overview report to Council at the Full Council Meeting;
 - (c) the Treasurer shall present to the Annual Full Council Meeting a written statement of the Council's current financial position including a statement of income and expenditure;
 - (d) motion the minutes from the previous Full Council Meeting;
 - (e) the Annual Full Council Meeting shall incorporate the Annual General Meeting as set out in clause 51; and
 - (f) shall appoint a returning officer to conduct the annual elections.
- (5) Any Affiliate Organisation (Member) wishing Council to take action on any matter shall give notice of the matter in writing five (5) weeks prior to the next Annual Full Council Meeting. The Executive Officer shall give four (4) weeks' notice in writing to all other Affiliate Organisations (Members). Council may discuss any such matter and take action as deemed appropriate even where such notice has not been given unless three (3) delegates stand and object when the matter is introduced.
-

51. Annual General Meeting

- (1) The Annual General Meeting is incorporated into the Annual Full Council Meeting as set out in clause 50.
 - (2) The Executive Officer must give to all Affiliate Organisations (Members) not less than five (5) weeks' notice of an Annual General Meeting unless otherwise provided in the Schedule.
 - (3) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
 - (4) The order of business for each Annual General Meeting is as follows:
 - (a) first – motion the minutes from the previous Annual General Meeting;
 - (b) second – the consideration of the reports and accounts of the Executive. The President must present a yearly overview report;
 - (c) third – the election of new Executive members;
 - (d) fourth – the appointment of an auditor; and
 - (e) fifth – any other business requiring consideration by the Council at the meeting.
-

52. Disclosure of interest

- (1) A member of the Council who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Council must disclose the nature and extent of the interest to the Council in accordance with section 31 of the Act.
-

53. Special resolutions

- (1) A special resolution may be moved at any General Meeting of the Council.
 - (2) The Executive must give all Affiliated Organisations (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.
 - (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.
-

54. Notice of meetings

- (1) The Executive Officer must give a notice under this Part by:
 - (a) serving it on a Affiliate Organisation (Member) personally; or
 - (b) sending it in writing to an Affiliate Organisation (Member) as per the contact details appearing in the Register of Members.
 - (2) If a notice is sent in writing under clause 54.(1)(b), sending of the notice is taken to have been properly effected.
-

55. Quorum at Full Council Meetings

- (1) At any Full Council Meeting, the number or the proportion of Affiliate Organisations (Members) present in person specified in the Schedule constitutes a quorum.
-

56. Lack of quorum

- (1) If within 30 minutes after the time specified in the notice for the holding of a Full Council Meeting a quorum is not present:
 - (a) for an Annual Full Council Meeting or Special Full Council Meeting convened under clause 56.(1) – the meeting stands adjourned to a date to be fixed by the Executive, being a date not earlier than fourteen (14) days and not later than twenty-one (21) days from the date of that meeting;
 - (b) for a meeting convened under clause 48.(2)(b) – the Affiliate Organisations (Members) who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
 - (c) for a meeting convened under clause 48.(2)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by clause 56.(1)(a) for the resumption of an adjourned general meeting a quorum is not present, the Affiliate Organisations (Members) who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
- (3) The President may, with the consent of a general meeting at which a quorum is present, and must, if directed by the Affiliate Organisations (Members) at the meeting, adjourn that general meeting from time to time and from place to place.
- (4) 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.

- (5) If a Full Council Meeting is adjourned for a period of 30 days or more, the Executive must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.
-

57. Voting

- (1) Subject to clause 18, each Affiliate Organisation (Member) present in person or by proxy at a General Meeting is entitled to a deliberative vote.
- (2) At a General Meeting:
- (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - (b) a special resolution put to the vote is decided by a majority of votes made in person or by proxy vote in favour of the resolution.
- (3) A poll may be demanded by the President or by 3 or more delegates of an Affiliate Organisations (Members) present in person or by proxy.
- (4) If demanded, a poll must be taken immediately and in the manner the President directs.
- (5) Each Delegate is entitled to one (1) vote on each motion put to the meeting.
-

58. Proxies

- (1) An Affiliate Organisation (Member):
- (a) located within the Region in which a meeting is held but in excess of 200 kilometres from the meeting venue may appoint a proxy for voting purposes;
 - (b) An Affiliate Organisation (Member) located within the Region in which a meeting is held but up to 200 kilometres of the meeting venue, shall be entitled to exercise its full allocation of votes provided that the said Affiliate Organisation (Member) has a registered Delegate already attending that meeting; or
 - (c) An Affiliate Organisation (Member) not located in the Region in which a meeting is to be held may appoint a proxy for voting purposes. A document appointing a proxy issued by the Affiliate Organisation (Member) and signed by the Chair or Secretary of that body shall be in the hands of the Executive Officer before the time fixed for the commencement of the meeting at which such proxy is to be exercised.
- (2) Proxy votes will be given equal value in any Council vote.
-

59. Chair

- (1) The President shall chair all Full Council Meetings at which they are present and, in their absence, the Vice-President, or in their absence, member of the Executive shall be elected to chair the meeting. The Chair presiding at any meeting has a casting vote only.
-

Part 7 – Other Councils and Committees

60. Regional Councils

- (1) The following areas shall be Regions for the for the purpose of this constitution:
 - (a) Barkly;
 - (b) Darwin;
 - (c) East Arnhem;
 - (d) Katherine;
 - (e) Palmerston and Rural; and
 - (f) Southern.
- (2) The Area covered by each Region is as shown in Annexure A.
- (3) Establishment and Composition of Regional Council
 - (a) Each Region shall have Regional Council.
 - (b) A Regional Council shall comprise:
 - (i) delegates from Affiliate Organisations (Member) within the Region;
 - (ii) not more than 2 citizens of the Region co-opted by the Regional Council; and
 - (iii) officers of the Regional Council as provided below.
- (4) The objects and aims of a Regional Council shall:
 - (a) be to advise members of the Executive on matters to be considered at meetings of Council and the Executive;
 - (b) be to discuss and co-ordinate the educational needs of the region and recommend a course of action to the Executive;
 - (c) be to foster community interest in education in the region;
 - (d) be to consider and promote the educational needs of the region;
 - (e) be to act on matters referred to the Regional Council from time to time by the Executive;
 - (f) not be to speak on behalf of Council or of the Executive without the written approval of the President; and
 - (g) take direct action on local matters consistent with Council policy.
- (5) Regional Council shall have the benefit of an allocation of money from Council, which shall be administered on behalf of the Regional Council by the Executive in accordance with guidelines set by the Executive and notified to Regional Councils.
- (6) Regional meetings:
 - (a) The Regional Council shall meet at least 5 times each year. Once shall be the Regional Council Annual General Meeting which shall be held prior to the Council Annual General Meeting;

- (b) Immediately following the Regional AGM, a general meeting should be held, normal meeting procedures should be followed. The General Business section of this meeting should include the Endorsement of Nominations for Executive positions;
 - (c) A copy of the minutes of each Regional meeting must be sent to the NTCOGSO office as soon after the meetings as practicable;
 - (d) A notice of meeting should be sent to the NTCOGSO office; and
 - (e) A notice of meeting and copy of minutes should be sent to each school in the region in time for their delegates to attend the regional meeting.
- (7) Regional Council Annual General Meeting;
- (a) must be held before the NTCOGSO AGM.
 - (b) the Agenda for a Regional AGM must include:
 - (i) Present;
 - (ii) Apologies;
 - (iii) Minutes;
 - (iv) Business Arising;
 - (v) Chair's Report;
 - (vi) Appoint a Returning Officer;
 - (vii) Election of Office Bearers;
 - (viii) the setting of Regional Quorums; and
 - (ix) Correspondence in and out, relating to Regional AGM
 - (c) the Chair of the Region must give a yearly overview report at the Regional AGM; and
 - (d) a guest speaker or workshop for an AGM is an appropriate inclusion to encourage attendance.
- (8) Officers of the Regional Council shall be elected at the Regional Council Annual General Meeting and shall comprise:
- (a) a Chair;
 - (b) a Vice-Chair; and
 - (c) a Secretary.
- (9) At the Regional Council Annual General Meeting the newly elected Regional Council shall determine the number of Delegates and/or Affiliate Organisations (Members) which will represent a quorum, and that shall be the quorum for the term of the Regional Council.
- (10) Following the Annual General Meeting of Regional Council; their Secretary shall forward to the NTCOGSO secretariat, details of its Office Bearers and co-opted members.

61. Business Committee

- (1) There shall be a Business Committee established as a standing committee of the Executive. The membership of a Business Committee shall comprise:

- (a) the President;
 - (b) the Vice President;
 - (c) the Treasurer; and
 - (d) one other member of the Executive elected by and from those members of the Executive other than the President, the Vice President and the Treasurer.
- (2) at any meeting of the Business Committee, two (2) members of the committee shall form a quorum.
- (3) The Business Committee shall have responsibility for:
- (a) the resolution of such matters as in the opinion of the President are of an urgent nature which cannot wait to be referred to the next meeting of the Executive, subject to such guidelines that may be issued by the Executive as to specific matters, or classes of matters, that can only be determined at a meeting of the Executive; and
 - (b) the formation of the agenda of meetings of the Executive.
-

62. Advisory Committee

- (1) May have an Advisory Committee, the function of the committee is:
- (a) consider and advise Council and the Executive on such matters as may be referred to the Advisory Committee by Council or the Executive; and
 - (b) purely advisory, and neither Council nor the Executive shall be bound to follow the advice or recommendations of the Advisory Committee.
- (2) The Advisory Committee shall be constituted by such persons as may be appointed from time to time by the Executive, being persons who are not eligible to serve on the Executive, but who are considered by the Executive to have suitable qualifications and/or experience to serve on the Advisory Committee.
- (3) The term of office of each member of the Advisory Committee shall be from the date of appointment by the Executive until the conclusion of the following Annual Full Council Meeting. The Executive shall make new appointments or reappoint members of the Advisory Committee as soon as practicable after each Annual Full Council Meeting.
-

63. Other Committees

- (1) Any other Committee's established by the Executive will be specified in the Schedule.
-

Part 8 – Financial Management

64. Financial year

- (1) The financial year of the Council is specified in the Schedule.
-

65. Funds and accounts

- (1) The Council must open an account with a financial institution from which all expenditure of the Council is made and into which all of the Council's revenue is deposited.
 - (2) Subject to any restrictions imposed by the Council at a general meeting, the Executive may approve expenditure on behalf of the Council within the limits of the budget.
 - (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) members of the Business Committee.
 - (4) All funds of the Council must be deposited into the financial account of the Council no later than 5 working days after receipt or as soon as practicable after that day.
 - (5) With the approval of the Executive, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
-

66. Accounts and audits

- (1) The responsibility of the Executive under clause 37.(1)(b) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:
 - (a) the keeping of accounting records;
 - (b) the preparation and presentation of the Council's annual statement of accounts; and
 - (c) the auditing of the Council's accounts.
-

Part 9 – Grievance and disputes

67. Grievance and disputes procedures

- (1) This clause applies to disputes between;
 - (a) an Affiliate Organisation (Member) and another Affiliate Organisation (Member);
 - (b) an Affiliate Organisation (Member) and the Executive;
 - (c) a Regional Council and the Executive;
 - (d) a Regional Council and an Affiliate Organisation (Member); or
 - (e) a Regional Council and another Regional Council.
- (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 can:
 - (a) be a person chosen by agreement between the parties; or
 - (b) be, in the absence of agreement:

- (i) for a dispute to which the executive is a party – a person is a mediator or employed by the department administering the Act; or
 - (ii) for any other dispute – a person appointed by the Executive
 - (c) be a delegate; or
 - (d) not be a party to the dispute.
- (5) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation. 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.
- (6) The mediator must not determine the dispute.
- (7) 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 – Miscellaneous

68. Common Seal

- (1) The common seal of the Council must not be used without the express authority of the Executive and every use of that common seal must be recorded.
 - (2) The affixing of the common seal of the Council must be witnessed by any 2 of the following:
 - (a) the President;
 - (b) the Vice-President; or
 - (c) the Treasurer.
 - (3) The common seal of the Council must be kept in the custody of the Executive Officer or another person the Executive from time to time decides.
-

69. Dissolution

- (1) Council shall not be dissolved except on the vote of two thirds of the Affiliate Organisation (Member) present at a special meeting called for that purpose.
-

70. Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Council, and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the Affiliate Organisations (Members) or former Affiliate Organisations (Members).
- (2) The surplus assets must be given or transferred to another Council incorporated under the Act that:

- (a) has similar objects or purposes;
- (b) is not carried on for profit or gain to its individual members; and
- (c) is determined by resolution of the members.

Schedule to the Constitution

Part 1 – Mandatory Details

Name (clause 1)

The name of the incorporated Council is Northern Territory Council of Government School Organisations (Member) Incorporated.

Objects and purposes (clause 2)

The objects and purposes of the Council are as follows:

NTCOGSO encourages continual improvement in the provision of quality education outcomes for all students in public education;

- (a) to promote Parent participation in education;
- (b) to be an advocate for Affiliate Organisations (Members);
- (c) to work for improvements to the Government education system in the Territory to the benefit of students in that system;
- (d) to further the interests of the Government schools of the Territory;
- (e) to present and further the views and policies of the Council;
- (f) to develop and foster relations or formal links with other bodies or authorities with similar aims;
- (g) to liaise with the Northern Territory Government agency responsible for education in Government schools in the Territory;
- (h) to carry out and undertake such surveys, studies and investigations relating to education generally in Government schools in the Territory as Council may from time to time determine;
- (i) to do all such things as are incidental or conducive to the attainment of all or any of the above objects.

Minimum number of Affiliate Organisations (Members) (clause 3)

The Council must have at least five (5) Affiliated Organisations as members.

Affiliation fees (clause 11)

In accordance with clause 11 of the NTCOGSO constitution, approve an amount of Fifty Cents per student, multiplied by the November School enrolment data from the previous year be used to calculate the Annual Affiliation Fee for the current year and that a minimum Affiliation fee of Twenty-Five Dollars (\$25.00) shall apply.

Quorum at a meeting of the Executive (clause 45)

At an Executive Meeting, half of the elected Executive Members constitute a quorum.

Quorum at Full Council Meeting and/or General Meetings (clause 54)

At least eight (8) Affiliated Organisations (Members) constitute a quorum.

Financial year (clause 64)

The financial year of the Council is the period of 12 months ending on 30 June.

Part 2 – Replaceable Details

Clause	Description of clause	Default detail	Replacing detail
28(4)	Consecutive terms of Executive members	may serve consecutive terms	
43(1)	Frequency of Executive meetings	at least 4 times each financial year	
45	Quorum for Executive meeting	half the Executive members	
49(1)	Number of Affiliate Organisations (Members) who can request a special general meeting	half the quorum of members for a general meeting	
51(2)	Notice of an annual general meeting	at least 30 days	
53(2)	Notice of special resolution	at least 21 days	

[If no entry is inserted in the column headed "Replacing detail", the "Default detail" applies. Note: Notice of an Annual General Meeting must be at least 14 days (as a minimum), and Notice of Special Resolution must be at least 21 days (as a minimum).]

Part 3 – Additional Details

Composition of Executive (clause 26.1 (f))

In addition to the office holders specified in the Constitution;

Executive may invite not more than 3 persons who the Executive considers to have special qualifications, knowledge or experience which will be able to assist the Executive in the exercise and performance of its functions by the giving of information or advice.

Eligibility of The Executive (clause 28.1(e))

In addition to the criterion specified in the Constitution, an Executive member must meet the following criteria:

Ex Officio

The term **Executive Member** refers to an individual serving as a voting member of the Executive.

The term **Ex officio** is a Latin term which means by virtue of one's office.

When the terms are combined, both retain their full meaning. Accordingly, an ex officio Executive Member has all the rights and obligations of a member, including the right and responsibility to vote on each matter presented to the Executive for action.

Ex officio in our context is the appointment of Regional Representatives as Executive Members.

"Ex Officio Member" is a Regional Representative given membership on the Executive as a result of holding their other position.

Vacating office (clause 34)

In addition to the circumstances specified in the Constitution, the office of an Executive Member becomes vacant if –

[List additional circumstances.]

Other Committees (clause 63)

Annexure A – Regions

