



NORFOLK ISLAND PEOPLE FOR DEMOCRACY INC.

Associations Incorporation Act 2005 (Norfolk Island)
(the Act)

CONSTITUTION

NORFOLK ISLAND PEOPLE FOR DEMOCRACY INC.

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1. DEFINITIONS AND MEANINGS

Where appearing or used herein and unless the context otherwise requires:

“Act” means the *Associations Incorporation Act 2005* (Norfolk Island) and/or any statutory enactment or Ordinance in lieu of or in replacement of the *Associations Incorporation Act 2005* (Norfolk Island).

2. NAME OF ASSOCIATION

The name of the Association is **NORFOLK ISLAND PEOPLE FOR DEMOCRACY Inc.** (also to be known by the acronym **NIPD Inc.**); hereinafter collectively or singularly referred to as "the Association".

3. OBJECTS AND GOALS

The Objects and Goals of the Association are:

3.1 To establish itself as an Association representative of the people of Norfolk Island so as to achieve the following Goals:

- (a) to have Norfolk Island inscribed onto the United Nations List of non-self-governing Territories;
- (b) to develop a consultative framework within the Association, which gives the opportunity, incentive and confidence to the entire Community of Norfolk Island –

- (i) to be informed and educated on; and
- (ii) to participate and be involved in,

the process of re-building the Island’s governance and sustainability as a self-governing Territory in free association with Australia;

- (c) such other Goals as evolve or arise from either or all of the above Goals (a) and/or (b) and from such other Goals as may be adopted and pursued by the Association from time to time.

3.2 To affiliate with or seek membership of, any group or body having similar or complementary Objects or Goals to those of the Association.

3.3 To be a lobby group to the Australian Federal Government including all Federal and State authorities and instrumentalities, on issues arising from the pursuance by the Association of its Objectives and Goals.

4. POWERS

For the purpose of carrying out, furthering or achieving the above Objects and Goals or any of them and subject to the provisions of the Act, the Association has the power to:

- 4.1 Make rules, regulations and/or bylaws for the proper governance of the Association and to carry out the Objects and/or Goals of the Association in conjunction with any Mission Statement it might adopt and do all such other lawful things as are incidental to the attainment of those objects or Mission Statement (if any), or any of them;
- 4.2 Undertake projects and seek grant funding from time to time;
- 4.3 Promote, organise and conduct any public events on Norfolk Island;
- 4.4 Publish, disseminate, make or issue communications of any type and by any mode available to Association members and to the public at large;

- 4.5 Purchase, own, occupy or in any other manner hold and deal in and with real and personal property, estates and interests;
- 4.6 Open and operate bank accounts;
- 4.7 Invest its money in any security in which trust monies may lawfully be invested; or in any other manner authorised by the rules of the Association;
- 4.8 Borrow money upon such terms and conditions as the Association thinks fit
- 4.9 Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 4.10 Appoint agents to transact any business of the Association on its behalf;
- 4.11 Enter into any other contract it considers necessary or desirable;
- 4.12 Subject to the provisions of the Act to otherwise do all acts and things and to sign all deeds documents and papers for the better carrying out of the Objects and Goals;
- 4.13 Apply the property and income of the Association solely towards the promotion of the Objects and Goals of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those Objects and Goals.

5. MEMBERSHIP

- 5.1 As from the date of incorporation of the Association, the membership of the Association comprises those individuals, Associations, groups or Corporations who were registered with the Association as supporters of the Association immediately prior to incorporation of the Association under the Act.
- 5.2 Membership of the Association post incorporation is open to application from Individuals, Associations (incorporated or not), and Corporations who in the opinion of the Management Committee, have agreed to accept the above Objects of the Association and paid the prescribed membership fee, if any.
- 5.3. Every new Applicant for membership of the Association shall complete and sign such form as the Management Committee from time to time directs; and submit the completed form to the Secretary.
- 5.4. Where the Applicant for membership is an Association (be it incorporated or not), or a Corporation, the Applicant shall in applying for membership nominate a member (also referred to as a "Member's representative"), of that Association or Corporation who is to represent the Association or Corporation in this Association. Upon being admitted to membership, such Association or Corporation may during its membership of this Association, nominate a replacement member to represent it in this Association.
- 5.5 The Management Committee shall consider all applications for membership to the Association by reference to or comparison with the objects and goals of the Association.
- 5.6 The Management Committee is empowered to create such class or classes of membership (such as but not limited to, "supporters", "volunteer members/workers)", with such rights and entitlements (such as full or limited involvement and/or voting rights), as it determines.
- 5.7. The Management Committee shall not assign nor be required to assign any reason for its refusal to accept a nomination.
- 5.8 The Management Committee is empowered to determine and set the membership fees (if any), applicable to membership to the Association.
- 5.9 An applicant on being admitted to membership of the Association becomes and remains liable, for payment of the membership fees (if any) for the period of membership.

6. MANAGEMENT COMMITTEE

- 6.1. As from the date of incorporation of the Association the membership of the Management Committee comprises those fourteen (14) individuals, who were elected pre incorporation of the Association and who are then to hold that position until the first Annual General Meeting of

- the Association is held in accordance with clause 9.
- 6.2 A member of the Management Committee, including an Office Bearer on the Management Committee, holds that position until the conclusion of the Annual General Meeting of the Association following incorporation, at which election of members of the Management Committee is to occur.
 - 6.3 The number of members comprising the Management Committee may be varied at a subsequent General Meeting of the Association.
 - 6.4 Apart from the appointment of the initial Management Committee as provided by clause 7.1, each Office Bearer or member of the Management Committee holds that position until the conclusion of the next General Meeting of the Association at which election of members of the Management Committee and Office Bearers, is to occur. All Management Committee members shall be elected from members or in the case of members, who are Associations or Corporations, then from members' representatives.
 - 6.5 If a Management Committee member fails to attend three (3) consecutive meetings of the Management Committee without having obtained leave of absence from the Management Committee, the Management Committee may declare that member's position on the Management Committee vacant.
 - 6.6 A Management Committee member is not entitled to nominate or appoint a substitute to take or fill that member's place on the Management Committee. The Management Committee may fill a casual vacancy for the position of an office bearer or Management Committee member until the next election of that person's office or position.
 - 6.7 All meetings of the Management Committee shall be chaired by the President and failing him/her, then the Vice President. In the absence of both ~~the~~ President and Vice President, a Management Committee person chosen to do so by those present at such Management Committee meetings shall chair any such meetings.
 - 6.8 Questions arising at a Management Committee meeting shall be decided on a majority vote from those members present and voting. Each Management Committee member present at a Management Committee meeting including the representative of a member who is an Association or Corporation, shall be entitled to one vote on any question. If there is an equality of votes on a question before a Management Committee meeting, the Chairperson of that meeting shall have a deliberative vote only and no casting vote and unless carried by a majority vote, the question shall be deemed to have passed in the negative.
 - 6.9 The Management Committee may delegate any of its powers or functions (other than this power of delegation), to a Management Committee member or to a Sub Management Committee the membership of which need not necessarily be drawn from Management Committee members but who must be members of the Association and may vary or revoke such delegation. Procedures of a Sub Management Committee shall as far as possible and unless otherwise determined by the Management Committee, follow the procedures and directions of the Management Committee.
 - 6.10 Any Sub Management Committee so appointed may co-opt any person being an Association member, to assist as required and a co-opted person shall be entitled to a vote on any matter before that Sub Management Committee.
 - 6.11 Unless otherwise expressly provided to the contrary by this Constitution or by the Act, the Management Committee shall determine its own procedures.
 - 6.12 The Association indemnifies each officer and Management Committee member and each of their respective heirs, executors, administrators and assigns against all charges, expenses, costs, claims or loss which is incurred or is sustained in the proper execution of a duty or function authorised by the Management Committee or otherwise arises from the proper performance by the officer or a Management Committee member of that person's duties or functions.

- 6.13 A quorum of the Management Committee shall be seven (7) Management Committee members.

7. OFFICERS BEARERS

- 7.1. Within fourteen (14) days after incorporation of the Association, the initial Management Committee is to appoint from within its membership, the following Office Bearers:

President;
Vice President;
Treasurer;
Secretary.

- 7.2 The Secretary shall be a resident of Norfolk Island.
7.3 The Office Bearers shall hold office until the next General Meeting of the Association at which election of Office Bearers by the members of the Association is to occur.
7.4 In the event of a casual vacancy in the position of Office Bearer on the Management Committee, the vacancy can be filled from within the membership of the Management Committee effective until the next scheduled election of that Office Bearer's position. The member of the Management Committee filling the casual vacancy retains one vote only on the Management Committee.

8. POWERS AND FUNCTIONS OF THE MANAGEMENT COMMITTEE

The Management Committee shall –

- 8.1. Manage and control the Association's finances including grants or funds of the Association.
8.2 Define the responsibilities of Office Bearers and if appropriate, of other Management Committee members.
8.3. Resolve any questions as to procedures and practices of the Association.
8.4. Make, introduce, alter and vary from time to time By Laws for the operation of the Association and its activities and objectives.
8.5. Do all things necessary and desirable for the promotion of the Association's Objects, Goals and Mission Statement (if any) and not being inconsistent therewith.
8.6. The Management Committee has no power to borrow or incur any liability on behalf of the Association other than in the ordinary course of business of the Management Committee as authorised by this Constitution and otherwise as authorised by the Association in General Meeting.
8.7. Where a matter or issue comes before a Management Committee meeting in which or as to which a Management Committee member has an actual or perceived pecuniary interest or in which or as to which the Management Committee member has an actual or perceived conflict of interest, then that Management Committee member must –
8.7.1 disclose that possible pecuniary interest or conflict of interest; and
8.7.2 if so directed by the Chairman of that Management Committee meeting on the vote of the remaining Management Committee members present at that time, refrain from voting on any such matter or issue including withdrawing from the Management Committee meeting until that matter or issue is dealt with.

9. ANNUAL GENERAL AND OTHER MEETINGS

- 9.1. An Annual General Meeting (the AGM) of the Association shall be held on a date to be determined by the Management Committee but to be no later than as may be required by the

Act. The Agenda of Business for such AGM shall be as set by the Management Committee and shall include those matters as required to be dispensed with and otherwise attended to by the Act at an AGM of an incorporated Association. Written Notices of Motion by any member (other than those motions originating from the Management Committee), are to be given to the Secretary at least twenty one (21) days before the AGM or before the General Meeting at which they are to be moved.

- 9.2. The Secretary or upon his or her failure to do so, the Management Committee, shall convene the AGM or any other General Meeting. Twenty one (21) days' notice at least of every AGM or General Meeting and an Agenda including details of the business to be conducted thereat shall be given to members either in writing to each member or by publication of such notice in a newspaper published in Norfolk Island. The proceedings at an AGM or General Meeting shall not be invalidated by any inadvertent noncompliance with the requirements of this clause.
- 9.3 The Management Committee may convene a General Meeting of the Association at any time.
- 9.4 The Secretary or, if he or she fails to do so, the Management Committee shall convene a General Meeting of the Association if the Management Committee receives a written requisition to do so signed by 150 members of the Association. Such requisition shall state the business and any motions to be considered at the proposed General Meeting, which is to be held no later than twenty one (21) days after the requisition is received by the Management Committee. No item of General Business shall be considered at a General Meeting requisitioned in accordance with this clause unless notice of the intention to include an item of General Business is first given to members.
- 9.4 In the absence of a President or Vice President of the Association, then the members present shall elect a Chairperson from those members present to conduct that General Meeting.
- 9.5 Proxies shall be allowed at General Meetings provided that the instrument of appointment of proxy signed by the member is delivered to the Secretary at or before commencement of the General Meeting. Where members of the Association are liable for payment of membership fees, the member appointing a proxy must be a financial member (if applicable).
- 9.6 Questions at a General Meeting shall be decided on a majority vote of those members present being financial (if applicable), and voting in person, or by the representative of a member which is an Association or Corporation or by proxy. If there is an equality of votes on a question at a General Meeting, the Chairperson shall have a deliberative vote but shall not have a casting vote and the question shall then be deemed to have passed in the negative. A poll may be called by the Chairperson at any time on any unresolved issue before a General Meeting.
- 9.7. The quorum for an Annual or General Meeting shall be no less than thirty members attending in person or by proxy.

10. AUDITOR and FINANCIAL ACCOUNTS

Financial accounts of the Association are to be kept and maintained to the extent and in the manner as required by the Act. The Association shall comply with the provisions of section 37 of the Act as to the preparation and if so resolved, the auditing and filing of the Association's financial accounts or in applying for exemption from such auditing requirements

11. BANK ACCOUNTS

Unless otherwise directed by the Management Committee, the Secretary and at least one other Management Committee member shall be the signatories to any Association bank or cheque account with all withdrawals from any Association bank or cheque account being first approved by the Management Committee.

12. DISCIPLINARY POWERS AND PROCEDURE

- 12.1. If the Management Committee is of the view after hearing any member upon a complaint in writing made about that member that the conduct of a member is injurious to the interests of the Association, the Management Committee shall deal with such matter to the extent as

determined by it including but not limited to:

- 12.1.1 Expelling the member;
- 12.1.2 Suspending the member's membership for such period and on such terms as the Management Committee determines including counseling or reprimanding the member; and
- 12.1.3 If warranted, report any possible criminal conduct or breach of laws to the Police.

12.2 A member aggrieved by and being the subject of a decision of the Management Committee under sub-clause 12.1 has the right to have that decision reviewed at a General Meeting of the Association called on the written request of that member to the Secretary who shall convene such General Meeting of the Association within twenty one (21) days of receipt of such written request. A General Meeting has on such review the same powers as the Management Committee including the right of reinstatement of such member on such terms and conditions as determined by that General Meeting.

13. MEMBERS BOUND BY RULES

Every member shall be bound by and submit to this Constitution and any By Laws (if any), or procedures made or determined by the Management Committee from time to time.

14. ALTERATIONS TO ASSOCIATION CONSTITUTION

All additions or alterations to the Constitution of the Association shall be made according to the provision of the Act or otherwise as provided or permitted by law.

15. ASSOCIATION LIABILITY

Without departing from the indemnity provisions of clause 6.12, the Association shall not be responsible for personal injuries and loss sustained personally by members participating in the Association's activities or using or accessing Association's facilities or property.

16. WINDING UP OF ASSOCIATION

If upon the winding up or dissolution of this Association, there remains, after satisfaction of all its debts and liabilities, any property or interests whatsoever, these shall not be distributed or paid among the Association members, but shall be given or transferred to another wholly charitable or not for profit organisation or association, whose purpose and constitution prohibit the distribution of income or assets among its members to an extent no greater than is permissible under the Constitution of this Association.

17. COMMON SEAL

The Management Committee shall provide for the safe keeping of the Common Seal of the Association which shall be titled - **NORFOLK ISLAND PEOPLE FOR DEMOCRACY INC.** and which shall be used and affixed only on the authority of the Management Committee or a Sub Management Committee authorised by the Management Committee to that extent. Every document to which the Common Seal is affixed shall be signed by a Management Committee member and countersigned by another Management Committee member, Secretary of the Association or other person or persons so authorised by the Management Committee. The Common Seal shall be held in a safe place by the Secretary of the Association.
