**Constitution**

**of**

**AHANT Incorporated**

**(as at ~~8 December 2010~~ *<****date of Special General Meeting 2025****>*)**

***Associations Act 2003***

**This is the annexure marked “A” referred to in the Statutory Declaration of Cassandra Harney made on the day of 2025**

**Before me …………………………………………………….**

constitution

part 1 – PRELIMINARY

**1. Name**

The name of the incorporated association shall be AHANT Incorporated ("the Association").

**2. Objects and purposes**

 The objects and purposes of the Association are;

(a) The maintenance of the status of the Industry, the furtherance of service through the avenues of accommodation, food, beverages, entertainment and hospitality, the adherence to the law, the promotion of commerce and the Industry to the advantage of both the Industry and the community, the promotion and protection of rights of persons engaged in the Industry and members of the Association.

(b) To consider all political developments both Commonwealth and in the Northern Territory affecting the Association and to take such steps as may from time to time be deemed necessary to initiate, promote, amend, modify or reject, as the case may be, all or any of such political measure.

(c) To represent effectively the views and requirements of the Industry in all matters and questions raised in periodical conferences, deputations, meetings, petitions and otherwise.

(d) To afford members of the Association all such assistance, legal or otherwise, as shall appear proper or desirable to the Association for the time being and in accordance with the Constitution of the Association.

(e) To consider any decisions of any Court which may affect the Industry adversely and, if considered desirable or necessary by the Association, to institute proceedings to secure a review of or appeal against such a decision. The Association may, in the interests of the members, institute, carry on or subsidise any action at law not hereinbefore provided for.

(f) To establish Employment Agencies, Information Bureau, Literary, Social, Educational, Sporting or Trading institutions for the benefit of members.

 (g) To take such action as may be necessary or advisable to regulate and determine the rates of pay and conditions of employment of employees of members or of employees in the Industry subject to the provisions of the Rules of the Australian Hotels Association.

 (h) To operate concurrently with the AHA NT including where possible to have similar office bearers.

 (i) To align with the objects and purpose of the AHA NT

 (j) the support (including the provision of financial assistance), or aiding in the support, of any other body (including the branch of any body) which has as objects any of the other objects of the Association

 The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and purposes and no portion shall be distributed directly or indirectly to the members of the Association except as bone fide compensation for services rendered or expenses incurred on behalf of the Association.

**3. Minimum number of members**

 The Association must have at least 5 members.

**4. Definitions**

In this Constitution, unless the contrary intention appears –

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

“AHA NT” means the Australian Hotels Association, Northern Territory Branch or in the event of its dissolution any such similar entity formed in substitution of the Australian Hotels Association, Northern Territory Branch.

"Committee" means the Management Committee of the Association;

“executive of AHA NT” means the President, Senior Vice-President, Vice-President, and Treasurer/Secretary of the AHA NT

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

"general meeting" means a general meeting of members convened in accordance with clause 42;

“Industry” means the Licensed Hotel and Retail Liquor Industry

"member" means a member of the Association and shall include where the member is a corporation or incorporated association its nominee pursuant to Clause 11;

"register of members" means the register of the Association's members established and maintained under section 34 of the Act;

"special resolution" means a resolution notice of which is given under clause 45 and passed in accordance with section 37 of the Act.

part 2 – constitution and powers of association

**5. Powers of Association**

(1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.

(2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may –

1. acquire, hold and dispose of real or personal property;
2. open and operate accounts with financial institutions;
3. invest its money in any security in which trust monies may lawfully be invested;
4. raise and borrow money on the terms and in the manner it considers appropriate;
5. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
6. appoint agents to transact business on its behalf; and
7. enter into any other contract it considers necessary or desirable.

**6. Effect of Constitution**

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

**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 Association may alter this Constitution by special resolution but not otherwise.
2. If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

part 3 – members

***Division 1 – Membership***

**9. Application for membership**

To be eligible to become a member of the Association a person must –

1. be a member of the AHA NT; or
2. Submit a written application for membership to the Committee in a form approved by the Committee and signed by one member proposing and another member seconding the application.

**10. Approval of Committee**

1. The Committee must consider any application made under clause 9(b) at the next available committee meeting and must accept or reject the application at that meeting or the next.
2. If an application is rejected, the applicant may appeal against the decision by giving notice to the Treasurer/Secretary within 14 days after being advised of the rejection.
3. If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next committee meeting after receipt of the notice of appeal.
4. If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.
5. A person who is a financial member of the AHA NT in accordance with clause 9(a) becomes a member of the Association subject only to the payment of any membership fees payable in accordance with clause 12.

**11. Corporation Member**

A member which is a corporation or an incorporated association shall from time to time nominate some person as its proxy at all such meetings as it would be entitled to attend and such person shall be entitled to be heard and vote at such meetings and to vote at an election and ballots as such proxy.

**12. Annual membership fees**

1. The annual membership fee is the amount determined from time to time by the Committee.
2. Each member must pay the annual membership fee to the Treasurer/Secretary by the first day of each financial year or another date determined by the Committee from time to time.
3. A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Committee determines otherwise.

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

**13. General**

1. Subject to clause 14(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
2. A right of membership of the Association –

(a) is not capable of being transferred or transmitted to another person; and

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

**14.** **Voting**

(1) Subject to subclause (2) and clause 18, each member has one vote at general meetings of the Association.

(2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

**15. Notice of meetings and special resolutions**

The Treasurer/Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

**16. Access to information on Association**

The following must be available for inspection by members:

(a) a copy of this Constitution;

(b) minutes of general meetings;

(c) annual reports and annual financial reports.

**17. Raising grievances and complaints**

(1) A member may raise a grievance or complaint about a committee member, the Committee or another member of the Association.

(2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

**18.** **Associate members**

An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

***Division 3 –*** ***Termination, death, suspension and expulsion***

**19. Termination of membership**

Membership of the Association may be terminated by –

1. a notice of resignation addressed and posted to the Association or given personally to the Treasurer/Secretary or another committee member;
2. non-payment of the annual membership fee within the time allowed under clause 12(3); or
3. expulsion in accordance with this Division.

**20. Death of member or whereabouts unknown**

If a member dies or the whereabouts of a member are unknown, the Committee must cancel the member's membership.

**21. Suspension or expulsion of members**

1. If the Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the member.
2. The notice must –
3. be in writing and include –
4. the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
5. the particulars of the conduct; and
6. be given to the member not less than 30 days before the date of the committee meeting referred to in paragraph (a)(i).
7. At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.
8. The Committee may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
9. Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

**22. Appeals against suspension or expulsion**

1. A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Treasurer/Secretary within 14 days after receipt of the Committee's decision.
2. The appeal must be considered at a general meeting of the Association and the member 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 members present at the general meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.
4. The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him or her is confirmed by a resolution of the members.

PART 4 – Management Committee

***Division 1 – General***

**23.** **Role and powers**

(1) The business of the Association must be managed by or under the direction of a Management Committee.

(2) The Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.

(3) The Committee may appoint and remove staff.

 (4) The Committee may establish one or more subcommittees consisting of the members of the Association the Committee considers appropriate.

**24.** **Composition of Committee**

(1) The Management Committee subject to Clause 24(4) consists of –

1. a President, who shall be the elected President of the AHA NT;
2. a Senior Vice-President, who shall be the elected Senior Vice-President of the AHA NT;
3. a Vice-President who shall be the elected Vice-President of the AHA NT; and
4. a Treasurer/Secretary, who shall be the elected Treasurer/Secretary of the AHA NT

(2) Subject to clause (3) the Treasurer/Secretary will be the Association’s public officer.

(3) In the event of a vacancy of the public officer the Committee must appoint one committee member to be the Association's public officer.

(4) All members of the Management Committee must be members of the Association or be nominees appointed pursuant to clause 11 hereof.

**25. Delegation**

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

***Division 2 – Tenure of office***

**26.** **Eligibility of committee members**

1. A committee member must be 18 years or over.
2. A committee member must comply with section 30 of the Act.

**27.** **Appointment to committee**

Committee members will be appointed following the election of the Executive Office bearers of the AHA NT.

**28.** **Retirement of committee members**

1. A committee member holds office until the next election of office bearers of the executive of the AHA NT
2. Committee members may serve consecutive terms on the Committee.

**29. Vacating office**

The office of a committee member becomes vacant if –

(a) the member –

(i) is disqualified from being a committee member under section 30 or 40 of the Act;

(ii) resigns by giving written notice to the AHA NT;

(iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;

(iv) ceases to be a resident of the Territory;

(v) ceases to be a member of the AHA NT; or

(vi) the corresponding position of the AHA NT becomes vacant.

**30. Removal of committee member**

(1) The Association, through a special general meeting of members, may remove any committee member before the member's term of office ends.

(2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

**31. Filling casual vacancy on Committee**

1. If the office of a committee member becomes vacant under clause 29, the Committee may appoint any member of the Association to fill that vacancy.
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 committee members***

**32. Collective responsibility of Committee**

 (1) As soon as practicable after being elected to the Committee, each committee member must become familiar with the Act and regulations made under the Act.

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

**33.** **President and Senior Vice-President**

1. Subject to subclauses (2) and (3), the President must preside at all general meetings and committee meetings.
2. If the President is absent from a meeting, the Senior Vice-President must preside at the meeting.
3. If the President and the Senior Vice-President are both absent, the presiding member for that meeting must be –
4. a member elected by the other members present if it is a general meeting; or
5. a committee member elected by the other committee members present if it is a committee meeting.

**34.** **Treasurer/Secretary**

 (1)The Treasurer/Secretary must –

1. coordinate the correspondence of the Association;
2. ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act;
3. maintain the register of members in accordance with section 34 of the Act;
4. unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Association; and
5. receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
6. pay all moneys received into the account of the Association within 5 working days after receipt;
7. make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
8. ensure cheques are signed by him or her and at least one other committee member, or by any 2 other committee members authorised by the Committee.

(2) The Treasurer/Secretary must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.

(3) The Treasurer/Secretary must coordinate the preparation of the Association's annual statement of accounts.

(4) If directed to do so by the President, the Treasurer/Secretary must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.

(5) The Treasurer/Secretary has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.

(6) The Treasurer/Secretary must perform any other duties imposed by this Constitution on the Treasurer/Secretary.

**36. 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 Association.

part 5 – MEETINGS of Management Committee

**37. Frequency and calling of meetings**

(1) The Committee must meet together for the conduct of business not less than 4 times in each financial year.

(2) The President, or at least half the committee members, may at any time convene a special meeting of the Committee.

(3) A special meeting may be convened to deal with an appeal under clause 22.

**38.** **Voting and decision making**

1. Each committee member present at the meeting has a deliberative vote.
2. A question arising at a committee meeting must be decided by a majority of votes.
3. If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

**39.** **Quorum**

For a committee meeting, one-half of the committee members constitute a quorum.

**40. Procedure and order of business**

(1) The procedure to be followed at a committee meeting must be determined from time to time by the Committee.

(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.

**41.** **Disclosure of interest**

1. A committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.
2. The Treasurer/Secretary must record the disclosure in the minutes of the meeting.
3. The President must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

PART 6 – General Meetings

**42. Convening general meetings**

(1) The Association must hold its first annual general meeting within 18 months after its incorporation.

(2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.

(3) The annual general meeting will be held concurrently with the annual general meeting of the AHA NT.

(4) The Committee -

1. may at any time convene a special general meeting;
2. must, within 30 days after the Treasurer/Secretary receives a notice under clause 22(1), convene a special general meeting to deal with the appeal to which the notice relates; and
3. must, within 30 days after it receives a request under clause 43(1), convene a special general meeting for the purpose specified in that request.

**43. Special general meetings**

1. Half the number of members constituting a quorum for a general meeting may make a written request to the Committee for a special general meeting.
2. The request must –
3. state the purpose of the special general meeting; and
4. be signed by the members making the request.
5. If the Committee fails to convene a special general meeting within the time allowed –
6. for clause 42(4)(b) – the appeal against the decision of the Committee is upheld; and
7. for clause 42(4)(c) – the members who made the request may convene a special general meeting as if they were the Committee.
8. If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
9. The Treasurer/Secretary must give to all members not less than 21 days notice of a special general meeting.
10. The notice must specify –
11. when and where the meeting is to be held; and
12. the particulars of and the order in which business is to be transacted.

**44. Annual general meeting**

(1) The Treasurer/Secretary must give to all members not less than 21 days notice of an annual general meeting.

(2) The notice must specify –

1. when and where the meeting is to be held; and
2. the particulars of and the order in which business is to be transacted.

(3) The order of business for each annual general meeting is as follows:

1. first – to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
2. second – the consideration of the accounts and reports of the Committee;
3. third – any other business requiring consideration by the Association at the meeting.

**45. Special resolutions**

(1) A special resolution may be moved at any general meeting of the Association.

(2) The Treasurer/Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed.

(3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

**46.** **Notice of meetings**

1. The Treasurer/Secretary must give a notice under this Part by –
2. serving it on a member personally; or
3. sending it by post by ordinary prepaid mail, email or facsimile to a member at the address, email address or facsimile number of the member appearing in the register of members.

**47. Quorum at general meetings**

 Ten (10) financial members or 10% of the financial membership of the Association, whichever is the greater, present in person or by proxy (being members entitled to vote under the Rules) shall constitute a quorum for the transaction of the business of a general meeting or an Annual General Meeting.

**48.** **Lack of quorum**

1. If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –
2. for an annual general meeting or special general meeting convened under clause 42(4)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
3. for a meeting convened under clause 42(4)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
4. for a meeting convened under clause 42(4)(c) – the meeting lapses.
5. If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
6. The President may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
7. 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.
8. If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

**49.** **Voting**

1. Subject to clauses 14(2) and 18, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
2. At a general meeting –
3. an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
4. a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
5. A poll may be demanded by the Chairperson or by 3 or more members present in person or by proxy.
6. If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

**50.** **Proxies**

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

part 7 – financial management

**51. Financial year**

 The financial year of the Association is the period beginning on 1 July in each year and ending 30 June in the following year.

**52. Funds and accounts**

 (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

 (2) Subject to any restrictions imposed by the Association at a general meeting, the Committee may approve expenditure on behalf of the Association within the limits of the budget.

 (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.

 (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.

 (5) With the approval of the Committee, the Treasurer/Secretary 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.

**53. Accounts and audits**

 The responsibility of the Committee under clause 32(2) 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 Association's annual statement of accounts; and

 (c) the auditing of the Association's accounts.

PART 8 – Grievance and disputes

**54. Grievance and disputes procedures**

1. This clause applies to disputes between –
2. a member and another member; or
3. a member and the Committee.
4. 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.
5. 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.
6. The mediator must be –
7. a person chosen by agreement between the parties; or
8. in the absence of agreement –
9. for a dispute between a member and another member – a person appointed by the Committee; or
10. for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
11. A member of the Association can be a mediator.
12. The mediator cannot be a party to the dispute.
13. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
14. The mediator, in conducting the mediation, must –
15. give the parties to the mediation process every opportunity to be heard;
16. allow due consideration by all parties of any written statement submitted by any party; and
17. ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
18. The mediator must not determine the dispute.
19. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 9 – MISCELLANEOUS

**55. Common seal**

1. The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Treasurer/Secretary.
2. The affixing of the common seal of the Association must be witnessed by any 2 of the following:

(a) the President;

(b) the Senior Vice President;

(c) the Treasurer/Secretary.

1. The common seal of the Association must be kept in the custody of the Treasurer/Secretary or another person the Committee from time to time decides.

**56. Distribution of surplus assets on winding up**

(1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the members or former members.

(2) The surplus assets must be given or transferred to another body whether incorporated or unincorporated, formed for promoting objects similar to the Association’s own or 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.

This body may include the AHA NT.