

This is the annexure marked "A" referred to in the Statutory Declaration of
Lynne Frances Peterkin
made on the 20th day of February 2019
before me

Women's Museum of Australia Incorporated

Constitution

PART 1 - PRELIMINARY

1. Name

The name of the Association shall be the **Women's Museum of Australia Incorporated** (hereinafter called "The Association").

2 Objectives and Purposes

The basic objectives of the Association are:

- (1) to establish a public museum for the purpose of recognising and honouring pioneering women who contributed to the development of Australia, which will be open and accessible to all members of the public during usual and reasonable business hours;
- (2) to assemble, exhibit and preserve a collection of pioneering women's artifacts, photographs and memorabilia;
- (3) to develop a research library of pioneering women's literature, historical records and personal manuscripts;
- (4) to promote knowledge and understanding by the Australian community of the special contribution of women;
- (5) to foster research into the role played by pioneering women in Australia;
- (6) to establish museum displays depicting aspects of the history of the Old Alice Springs Gaol;
- (7) to research and collect recollections of prison life from former staff

and inmates;

- (8) to promote the use of the Old Gaol premises by other entities to enhance the attraction of the complex and to generate income.
- (9) to develop relationships and assist other organisations with similar aims;

3. Minimum number of members

The Association must have at least 5 members.

4. Definitions

In this Constitution, unless the contrary intention appears -

A “pioneer woman” is any woman who is a pioneer in her chosen field from settlement to the present day;

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

"Committee" means the Management Committee of the Association;

"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 part 6;

"member" means a member of the Association;

"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 47 and passed in accordance with section 37 of the Act;

“writing” means any references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

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 -
 - (a) acquire, hold and dispose of real or personal property that may be deemed necessary or convenient to any of the objectives or purposes of the Association;
 - (b) buy, sell, supply, and deal in, goods appropriate to the objectives of the Association;
 - (c) construct, maintain and alter buildings or works necessary or convenient for any of the objectives or purposes of the Association;
 - (d) accept any gift, whether subject to a special trust or not, for any one or more of the objectives or purposes of the Association subject to full Committee approval;
 - (e) take such steps from time to time as the Committee or the members in general meeting may deem expedient for the purposes of procuring contributions to the funds of the Association, whether by way of donation, subscriptions, or otherwise;
 - (f) print and publish such newspapers, periodicals, books, leaflets, or other documents as the Committee or the members in general meeting may think desirable for the promotion of the objectives and purposes of the Association;
 - (g) borrow and raise money in such manner and on such terms as the Committee may think fit or as may be approved or directed by resolution passed at a general meeting, and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;

- (h) subject to the provisions of the Trustee Act 1957, invest any moneys of the Association not immediately required for any of its objectives or purposes in such manner as the Committee may from time to time determine;
- (i) make gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection (1) of section 78 of the Income Tax Assessment Act 1930, as amended, of the Commonwealth relates;
- (j) establish and support or aid in the establishment or support, of any other association formed for any of the basic objectives of the Association;
- (k) do all such other lawful things as are incidental or conducive to the attainment of the basic objectives of the Association or of any of the objectives and purposes specified in the foregoing provisions of this sub-rule.

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

Application for membership shall be made on a form provided by the Association, accompanied by the appropriate fee, and submitted to the Secretary.

10. Annual membership fees

- (1) Annual fees are the amount determined from time to time by resolution at an AGM or Special General Meeting
- (2) Individual Members, Family Member and Corporate Members must pay an annual fee
- (3) Life Members must pay a once only fee.
- (4) Honorary Life Members appointed by the committee will not pay a fee and will be non voting members.
- (5) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Committee from time to time.
- (6) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Committee determines otherwise.

11. Categories of Membership shall be as follows:

- (1) Individual members shall be persons over the age of 18 years.
- (2) Family members consist of at least two people's names in the application for such a membership, who reside at the same address. These names may be altered by written notice sent to the Association and signed by one or both of those people named.
- (3) Corporate Members
 - (a) Any association, corporation, partnership or business trading under a registered business name, trust, institution,

organisation, department or instrumentality of government, local government authority, education organisation may become a Corporate Member;

- (b) A Corporate Member may, from time to time, nominate by writing addressed to the Secretary a person to be its representative, and, subject to this Constitution, the person so nominated has the same rights and privileges under this Constitution as an Individual Member or Life Member depending on whether the Corporate Member applies to pay an annual subscription or a once only subscription;
 - (c) Notwithstanding anything contained in this Constitution, the representative of a Corporate Membership ceases to be the representative, upon ceasing to be a Corporate Member;
 - (d) Where a Corporate Member has not nominated a representative or there is no representative for the time being of a Corporate Member the rights and privileges of a Corporate Member shall be as determined by the Association.
 - (e) Corporate Members must pay the annual membership fee
- (4) Life Members shall be persons over the age of 18 years
- (5) Honorary Life Membership
The committee may nominate a person for appointment as an Honorary Life Member who has made a distinguished contribution towards the objectives of the association, for consideration at an Annual General Meeting. The appointment shall be made by a majority vote at that meeting provided that notice of the proposed appointment of that person has been placed on the agenda of that meeting.

Division 2 – Rights of members

12. General

- (1) Subject to clause 13(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.

13. Voting

- (1) Each member has one vote at general meetings of the Association except that each Family Membership is allowed two votes if two people attend a meeting.
- (2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

14. Notice of meetings and special resolutions

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

15. Access to information on The 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.

16. 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.

Division 3 – Termination, death, suspension and expulsion

17. Termination of membership

Membership of the Association may be terminated by –

- (a) a notice of resignation addressed and posted to the Association or given personally to the Secretary or another committee member;
- (b) non-payment of the annual membership fee within the time allowed under clause 10.6 or
- (c) expulsion in accordance with this Division.

18. Death of member or whereabouts unknown

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

19. 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 –
 - (a) be in writing and include –
 - (i) the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
 - (b) be given to the member not less than 30 days before the date of the committee meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) 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.
- (5) Subject to clause 20, 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.

20. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 19 may appeal against that suspension or expulsion by giving notice to the 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

21. 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.

22. Composition of Committee

- (1) The Management Committee consists of –
 - (a) a President; to be elected at the AGM

- (b) no less than 7 and no more than 11 committee members; to be elected at the AGM
 - (c) a Vice President, a Secretary and a Treasurer shall be appointed by the Management Committee at the first committee meeting held after the AGM
- (2) The Executive Committee shall consist of the President, the Vice President, the Secretary and the Treasurer
 - (3) Persons employed by NPWHF shall not be elected as Management Committee members.
 - (4) Unless elected directly as a separate office holder, the Committee must appoint one committee member to be the Association's public officer.

23. Sub-Committees

The Committee may at any time appoint a sub-Committee as it may think fit and shall prescribe the powers and functions thereof. The sub-committee may consist of/include non committee members, but shall be chaired by a management committee member.

24. Delegation

- (1) The Committee 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 Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of office

25. Eligibility of committee members

- (1) A committee member must be a member who is 18 years or over.
- (2) A committee member must be a financial member of the Association.
- (3) Committee members must be elected to the Committee at an Annual General Meeting or appointed under clause 33.

26. Nominations for election to committee

- (1) A member is not eligible for election to the Committee unless the Secretary receives a written nomination for that member by another member not less than 7 days prior to the annual general meeting
- (2) The nomination form, provided by the Association, must be signed by
 - (a) the nominator and a seconder; and
 - (b) the nominee to signify his or her willingness to stand for election.
- (3) A person who is eligible for election or re-election under this clause may-
 - (a) propose or second himself or herself for election or re-election and
 - (b) vote for himself or herself

27. Term of Office

- (1) President
 - (1) The President shall be elected annually and shall hold office for a term of one year and retire at the next meeting at which an election of office bearers is conducted
 - (2) The President shall be eligible for re-election provided that the President may only serve and be re-elected as President for a maximum of five consecutive terms and shall not be eligible to nominate for re-election as President at the conclusion of his fifth consecutive term in office.
 - (3) At the completion of serving the maximum of five consecutive years a President may stand for re-election for the position of President provided that a period of one year has elapsed from the date when the person ceased to hold the position of President.
- (2) Management Committee

A member may serve on the Management Committee, including the executive, for no more than 6 consecutive years.

At the completion of serving the maximum of six consecutive years a member may stand for re-election provided that a period of one year has elapsed from the date when the person ceased to hold a position on the Management Committee

28. Election by default

- (1) If the number of nominations received is equal to, or less than, the number of vacancies to be filled, the President must declare those persons to be duly elected.
- (2) If vacancies remain on the committee after the declaration under clause (1) the incoming committee will fill the vacancies as per clause 33 Casual Vacancies

29. Committee Rotation

- (1) In the first year of the introduction of rotation half of the elected Management Committee Members shall serve a one year term and then be eligible for re-election for a two year term at the next Annual General Meeting and,
- (2) The remaining Management Committee Members shall hold office for a two year term and be eligible for re-election
- (3) After the expiration of the one year term referred to in (1) above, no further appointments for a period of one year shall be made and all appointments shall be for a term of two years.

This rotation is separate to the elections for President, as per Clause 27 Term of Office, President.

30. Retirement of Committee Members

- (1) A committee member holds office until the next annual general meeting unless the member vacates the office under clause 30 or is removed under clause 31.
- (2) Subject to sub clause (3), at an annual general meeting all committee members who have completed their term will stand down and are able to re-nominate for a new term.
- (3) The President of the outgoing Committee must preside at the annual general meeting until a new member is elected as President.
- (4) Committee Members may serve no more than 6 consecutive years on the Committee.

31. Vacating office

The office of a committee member becomes vacant if –

- (1) the member –
 - (a) is disqualified from being a committee member under section 30 or 40 of the Act;
 - (b) resigns by giving written notice to the committee;
 - (c) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (d) ceases to be a member of the Association.
- (2) the member is absent from more than –
 - (a) 3 consecutive committee meetings; or
 - (b) 3 committee meetings in the same financial year without tendering an apology to the President

of which meetings the member received notice and the Committee has resolved to declare the office vacant.

32. 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), a nomination must be conducted to fill the vacancy, if the removal of that committee member results in the number of committee members being under 7

33. Filling casual vacancy on Committee

- (1) If a vacancy remains on the Committee after the application of clause 28 or if the office of a committee member becomes vacant under clause 31, 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(b) of the Act to fill the vacancy.

Division 3 – Duties of committee members

34. 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.

35. President and 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 Vice-President must preside at the meeting.
- (3) If the President and the Vice-President are both absent, the presiding member for that meeting must be –
 - (a) a member elected by the other members present if it is a general meeting; or
 - (b) a committee member elected by the other committee members present if it is a committee meeting.

36. Secretary

The Secretary must –

- (a) co-ordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act;
- (c) maintain the register of members in accordance with section 34 of the Act;
- (d) unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Association, other than those required by clause 37(5) to be in the custody of the Treasurer; and

- (e) perform any other duties imposed by this Constitution on the Secretary.

37. Treasurer

- (1) The Treasurer will be responsible for:
 - (a) receiving all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (b) payment of all moneys received into the account of the Association as soon as practicable after receipt;
 - (c) making any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensuring cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are signed by two members of the association who are nominated for that purpose by the committee.
- (2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- (3) The Treasurer must co-ordinate the preparation of the Association's annual statement of accounts.
- (4) The Treasurer must submit to the Committee a report, balance sheet or financial statement as required.
- (5) The Treasurer 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 must perform any other duties imposed by this Constitution on the Treasurer.

38. 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

39. Frequency and calling of meetings

- (1) The committee must meet together for the conduct of business not less than 6 times in each financial year at such time and place as the committee decides.
- (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 20.

40. 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.

41. Quorum

For a Management Committee meeting the quorum shall be a minimum of 5 members.

For a Sub-committee meeting one-half of the committee members constitutes a quorum.

42. 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 committee meeting.

43. 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 Secretary must record the disclosure in the minutes of the meeting.

(3) The President must ensure a committee member who has a pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

PART 6 – GENERAL MEETINGS

44. Convening general meetings

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

(2) The Committee –

(a) may at any time convene a special general meeting;

(b) must, within 30 days after the Secretary receives a notice under clause 20(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 47(1) convene a special general meeting for the purpose specified in that request.

45. Telephone or video-conference meetings

(1) A general meeting may be held as a telephone conference or a videoconference, at the discretion of the Committee.

(2) A Committee, emergency Committee or sub-Committee meeting may be held as a telephone conference or a video conference.

(3) The procedure for such a meeting is the same as for a normal meeting except that it is not necessary for the participating delegates to be present in the same room.

46. Emergency Executive Committee

- (1) In situations of urgency any three office bearers of the Association shall constitute an emergency Executive Committee which may, if all three agree, issue instructions to the Public Officer and the servants of the Association.
- (2) The Emergency Executive Committee shall only meet if a matter of urgency connected with the management of the affairs of the Association arises that cannot be delayed until a Committee meeting can be called in accordance with these rules.
- (3) If the Emergency Executive Committee meets it shall report to the next Committee meeting the reason given for their meeting and on any instructions they gave to the Public Officer or servants of the Association.

47. Special general meetings

- (1) Ten members may make a written request to the Committee for a special general meeting.
- (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 Committee fails to convene a special general meeting within the time allowed –
 - (a) for clause 44(2)(b) – the appeal against the decision of the Committee is upheld; and
 - (b) for clause 44(2) (c) – the members who made the request may convene a special general meeting as if they were the Committee.
- (4) If a special general meeting is convened under sub-clause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days notice of a special general 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.

48. Annual general meeting

- (1) The Secretary must give to all members not less than 30 days notice of an annual general meeting.
- (2) 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.
- (3) The order of business for each annual general meeting is as follows:
 - (a) first – the consideration of the accounts and reports of the Committee;
 - (b) second – the election of new committee members;
 - (c) third – any other business requiring consideration by the Association at the meeting.

49. Special resolutions

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

50. Notice of meetings

- (1) The Secretary must give a notice under this Part by –
 - (a) serving it on a member personally; or

- (b) sending it by post or email to a member at the address of the member appearing in the register of members.
- (2) If a notice is sent by post or email under subclause (1)(b) sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail or email.

51. Quorum at general meetings

At a general meeting, the number of members present in person shall be 14.

52. 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 –
 - (a) for an annual general meeting or special general meeting convened under clause 44(2)(a) – the meeting stands adjourned to the following week;
 - (b) for a meeting convened under clause 44(2)(b) – the members who are present in person may proceed with hearing the appeal for which the meeting is convened; or
 - (c) for a meeting convened under clause 44(2)(c) – the meeting lapses.
- (2) 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 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 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 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.

53. Voting

- (1) Subject to clauses 13(2) each member present in person 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; and
 - (b) a special resolution put to the vote is passed if three-quarters of the members who are present vote in favour of the resolution.
- (3) A poll may be demanded by the President or by 3 or more members present.
- (4) If demanded, a poll must be taken immediately and in the manner the President directs.

PART 7 – FINANCIAL MANAGEMENT**54. Financial year**

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

55. Funds and accounts

- (1) The Association must open accounts 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 accounts of the Association as soon as practicable after receipt.

- (5) With the approval of the Committee, 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.

56. Accounts and audits

The responsibility of the Committee under clause 34(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

57. Grievance and disputes procedures

- (1) This clause applies to disputes between –
 - (a) a member and another member; or
 - (b) a member and the Committee.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be –
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) for a dispute between a member and another member – a

person appointed by the Committee; or

- (ii) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
 - (6) The mediator cannot be a party to the dispute.
 - (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - (8) The mediator, in conducting the mediation, must –
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
 - (9) The mediator must not determine the dispute.
 - (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 9 – MISCELLANEOUS

58. Registration of museum items

- (1) The Association will accession objects for the collection using the Collections Policy which can be revised only with Committee approval.
- (2) Objects will be accessioned using an approved collective management system as outlined in the Collections Policy. The Registrations Book will be available for inspection at any time and a report on acquisitions for that year will be given at the Annual General Meeting.

59. 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 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 Secretary;
 - (c) the Treasurer.
- (3) The common seal of the Association must be kept in the custody of the Secretary or another person the Committee from time to time decides.

60. 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 remains 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 association incorporated under the Act that –
 - (a) has similar objects or purposes;
 - (b) is not carried on for profit or gain to its individual members;
 - (c) is determined by resolution of the members; and
 - (d) satisfies the regulations of Section 78(1)(a) of the *Income Tax Assessment Act*.
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