

NORTHERN TERRITORY OF AUSTRALIA

RULES OF THE NATIONAL TRUST OF AUSTRALIA (NORTHERN TERRITORY) 2004

As in force at 10 November 2004

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NORTHERN TERRITORY OF AUSTRALIA

As in force at 11 October 2004

RULES OF THE NATIONAL TRUST OF AUSTRALIA (NORTHERN TERRITORY) 2004

Rules under the *National Trust of Australia (Northern Territory) Act 1976*

1 Interpretation

In these Rules **the Act** means the *National Trust of Australia (Northern Territory) Act 1976*. Any term defined in the Act is the same unless determined to the contrary.

2 Classes of members

(1) The members of the National Trust shall be divided into:

- (a) Household;
- (b) Household Concession;
- (c) Personal;
- (d) Personal Concession;
- (e) Life;
- (f) Corporate.

Other membership categories and the amount to be subscribed in each year by each member shall be the categories and the amount specified from time to time by Resolution of the Council.

(2) A life member shall be a person who has rendered distinguished and voluntary service to the National Trust and whose membership has been first recommended to the Council and agreed to by resolution of Council. Any member of the National Trust may nominate a person to the Council for life membership. Not more than 2 life memberships may be awarded in any financial year.

3 Subscription of ordinary members

Every ordinary member shall be liable for the amount of his subscription and such subscription shall be payable within 30 days

of it falling due. Where a member has remained unfinancial for twelve months from the date of that membership falling due, that member shall be removed from the current membership list.

4 Liability of members

No member of the National Trust shall be liable for or be required to contribute towards the payment of the debts and liabilities of the National Trust beyond the amount of the annual subscription.

5 Constitution of the Council

- (1) The affairs of the National Trust shall be administered by a Council to be called "The Council of the National Trust", consisting of one member from each branch, to be known as Branch Councillors, and six other members who shall be known as General Councillors.
- (2) There shall be an election for Branch Councillors and General Councillors every two years, and Councillors shall hold office from the date of declaration of the poll.
- (3) Elections of Council shall be conducted in accordance with the National Trust's Election policy, as amended from time to time by the Council.
- (4) The Council of the National Trust shall elect annually one of their number to be President of the Council, Vice-president, and any other honorary office bearers as the Council determines necessary from time to time. The election shall be notified as part of the agenda to all Councillors entitled to be present. If an election has been held for the full Council then the election of office bearers shall take place at the first Council meeting to be held after the declaration of the poll.
- (5) The Council shall determine that there will be at least four meetings in each calendar year. These meetings shall be called ordinary meetings of the National Trust.
- (6) At any meeting of Council, the quorum is half of the number of Councillors entitled to be present plus one.

6 Vacancies on the Council

If any General Councillor dies or resigns, the Council may appoint another member of the National Trust to serve in that position until the next election. If a Branch Councillor dies or resigns the Branch may appoint another member of the Branch to the position until the next election. Any appointment to fill a vacancy will be accepted or rejected by Council at its next meeting.

7 Code of Conduct

Each elected member of Council is required to sign, as soon as practical, the National Trust's Code of Conduct and agrees to be bound by its provisions.

8 Powers of Council

- (1) The business of the National Trust shall be arranged and managed by the Council who may exercise all such powers of the National Trust including its power to borrow and give security.
- (2) The Council shall have power to make such rules as to the procedure of the Council and for the conduct of the business and affairs of the National Trust and for the dispatch of business at meetings as the Council may deem necessary provided that such rules do not contravene any of the provisions of the Act.

9 Chairman of Council

The President shall be Chairman of the Council and when present shall preside at its meetings. If the President is unable to attend at a meeting of the Council the Vice-President shall preside at such meetings. If the President and the Vice-President are unable to attend at a meeting of the Council, the Council shall elect from among those present a chairman to preside at such meetings.

10 Officers and servants

The Council may appoint such officers and servants as they may from time to time think desirable and (subject to any applicable law, award, or determination fixing rate of pay) fix their salaries and wages and the conditions of service and determine their respective duties and the tenure of their office.

11 The Secretariat

The day-to-day affairs of the National Trust shall be managed by a Secretariat for and on behalf of the Council through a Director appointed by Council.

The Director and such officers and members of staff appointed by the Council throughout the Northern Territory will constitute the Secretariat. Each staff member will be responsible to the Director in the first instance.

The duties of the Secretariat will include but not be limited to the maintenance of the financial records, the membership records, the Register of Significant Places, control of intellectual property and the conservation and management of the property portfolio owned

and managed by the National Trust.

12 Committees and sub-committees

The Council may appoint any Committee for any specific purpose and may add to any such committee for any such length of time and with such powers of voting or otherwise as the Council may think fit, any member of the National Trust or other person whose aid they judge useful to forward the objects of the National Trust.

13 General meetings

- (1) The Council may of its own volition whenever it thinks fit or upon a request made in writing and signed by any 30 or more members, convene a general meeting.
- (2) A notice of every general meeting shall be placed in the appropriate media no less than 14 days prior to the date of the meeting. The agenda shall be given to the members at such time and in such form and manner as the Council may from time to time prescribe.
- (3) Any request made by the members shall express the object of the meeting proposed to be called and shall be left with the Council via the Director of the National Trust at least 21 days before the proposed date of the meeting.
- (4) Notice of any motion proposed to be made at a general meeting by any person shall be sent to the Director of the National Trust 21 days before the general meeting (such notice shall be signed by the proposer and 2 seconders being members of the National Trust) and no motion made by any member shall be entertained by a general meeting unless notice thereof has been given as aforesaid.
- (5) Twelve members shall form a quorum for a general meeting.
- (6) If within an hour from the time appointed for a meeting convened upon the requisition of members a quorum be not present the meeting shall be dissolved.
- (7) All matters that come up for the decision of such meetings shall be decided by a majority of votes of the members personally present and voting by a show of hands.
- (8) The President of the Council or in his or her absence, the Vice-President, shall take the chair at a general meeting. If neither the President nor the Vice-President be present, the meeting shall elect a chairman who must be a member of the Council of the National Trust.

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- (9) Every member shall have one vote only with the exception of the chairman who, in addition to a personal vote is entitled to a casting vote.

14 Minutes

- (1) The Council and every committee and sub-committee appointed as aforesaid shall cause minutes to be made of all proceedings at each of its meetings, and the Council shall, at all times, cause to be kept minutes of the meetings of the National Trust.
- (2) Any minutes made of proceedings at a meeting of the National Trust, the Council or of any committee or sub-committee respectively, if signed, either at the meeting at which such proceedings took place, or at the next ensuing meeting by the Chairman of that meeting shall be receivable as evidence of such proceedings in all legal proceedings without further proof.

15 Mode of executing instruments and notices

- (1) Any instrument which, if made by a private person, would be required to be made under seal shall be under the seal of the National Trust.
- (2) Any agreement for the provision of grant monies to the National Trust, any tenancy agreement or lease of a National Trust property where the National Trust is the lessor which is for a term not exceeding three years with a three year option, shall be deemed to be duly executed, if sealed with the seal of the National Trust and signed by the Director.
- (3) Any contract, order, or other document made by or proceeding from the National Trust shall be deemed to be duly executed, if sealed with the seal of the National Trust and signed by two members of Council, in accordance with a resolution made by Council.

16 Power to borrow

For the purpose of carrying out any work or undertaking which it is authorised by the Act to carry out the National Trust may borrow money and give security for repayment thereof by a mortgage, charge, or any other form of security over any property of the National Trust.

17 Gifts

The National Trust may accept any gift (whether by will or while the donor is alive) of any property, whether real or personal, of whatsoever kind and wheresoever situate, and whether in possession, reversion or remainder. This rule shall be subject to

the National Trust's "Bequests Policy" as amended from time to time.

18 Investment retention and sale

- (1) The National Trust may invest any money which has been received by it under, or for the purposes of, the Act.
- (2) The National Trust may (subject to the provisions of any trust, instrument or to the conditions attached to any gift under which it received or is entitled to any property) hold and retain in the same state of investment so long as it thinks fit, any property of any kind as an investment for the purpose of providing income to be applied in defraying the expenditure of the National Trust under the Act.
- (3) The National Trust may (subject to the provisions of any trust, instrument, or to the conditions attached to any gift under which it receives or is entitled to any property) sell any property belonging to it. The money received on any such sale shall be applied for objects of the National Trust or invested. If the money is invested the income shall be applied to further the objects of the National Trust.

19 Accounts and audit

- (1) The National Trust shall keep proper accounts of all its income and expenditure and shall prepare a statement of such income and expenditure and a balance sheet at least once a year.
- (2) The accounts of the National Trust shall be annually audited by a member of the Institute of Chartered Accountants in Australia or a Certified Practising Accountant member of the Society of Certified Practising Accountants.
- (3) The Council, every Branch Committee and every employee of the National Trust shall give to its auditor any information which is required for the purpose of the audit and shall produce all books, accounts, vouchers and documents which are required for that purpose.

20 Branches

The Council of the National Trust may constitute Branches of the National Trust of Australia (Northern Territory) for the purpose of local management and administration in suburban or country districts. Branches are not separate entities. Branches shall be operated in accordance with the National Trust's "Branch Management Policy" as amended from time to time.

21 Branch name

- (1) The designation of a Branch shall be determined by the Council of the National Trust.
- (2) The name of every Branch shall be (insert the name) Branch of the National Trust of Australia (Northern Territory). Short title The (insert the name) Branch.

22 Branch Committees

- (1) The affairs of a Branch and the business and management thereof shall be administered, managed and conducted for the Council of the National Trust by a Committee consisting of the Branch Chairman and at least 2 other members.
- (2) The Branch Chairman and committee shall be elected from among the members at the first annual general meeting of the Branch and the elected members shall retire at each annual general meeting of the Branch.

23 Vacancies in Branch Committees

A vacancy on the committee may be filled by the appointment of another member to serve until the next annual general meeting of the Branch.

24 Powers of the Branch Committees

- (1) The affairs of a Branch shall be administered by its Branch Committee for the Council of the National Trust in accordance with the Branch Management Policy as amended from time to time by the Council of the National Trust.
- (2) Each Branch Committee shall enforce such regulations as the Council of the National Trust shall deem applicable to the properties placed by the Council under the management of the Branch.
- (3) A Branch Committee shall not have the power to acquire or accept any gift of property being land or buildings as agent for the National Trust but may make reports and recommendations to the Council of the National Trust in regard thereto. The Branch Committee shall have no power to borrow money or give security on any property of the National Trust or to lease land or enter into any covenant in regard thereto or to commit the National Trust for any expenditure on the maintenance of any property. The Branch Committee shall have no power to incur any liability nor to enter financial arrangements with any Government body without the express permission of the Council given through resolution of that Council.

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- (4) The Branch Committee will advise the Director of any and all matters relating to the management and maintenance of property under Branch management.

25 Minutes

- (1) The Branch Committee shall cause minutes to be taken of all proceedings at each of its meetings.
- (2) A copy of minutes of all meetings held by a Branch must be lodged with the Director within a month of that meeting.

26 Accounts

- (1) Every Branch of the National Trust shall keep proper accounts of all its income and expenditure as determined by Council. These shall be submitted to the Secretariat of the National Trust in time and manner as required by Council from time to time.
- (2) No Branch shall open or maintain separate bank accounts or investment accounts.
- (3) Every Branch will prepare and submit a budget to the Director by 31st March each year. This submission to include a summary of the previous financial year's activities and a plan outlining activities for the next financial year.

27 Boundaries

The Council of the National Trust shall approve the boundaries of any Branch which the Council may alter from time to time.

28 General meetings of branches

Except where herein otherwise provided the Rules of the National Trust of Australia (Northern Territory) regarding general meetings shall apply to general meetings of each Branch.

29 Executing instruments and notices

- (1) No member of any Branch Committee or member of any Branch shall have the power to execute any documents on behalf of the National Trust of Australia (Northern Territory) except as may be required in his or her capacity as a Councillor.
- (2) Any notice of meeting issued by or on behalf of any Branch of the National Trust shall be deemed duly executed if signed by the Branch Chairman or the Branch Secretary.

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- (3) Every document or letter originating from a Branch shall be so designated and if bearing the signature of an officer of the Branch and his description, the description must be prefixed by the word "Branch".

30 Litigation

No Branch Committee shall engage in any form of litigation except with the express consent of the Council of the National Trust approved by resolution of that Council and under the direction of and in the name of the National Trust of Australia (Northern Territory).

31 Winding up of Branches

- (1) A Branch Committee may request that Council wind up its affairs.
- (2) The Council of the National Trust may of its own volition decide, after due consultation and consideration, to close down a particular Branch of the National Trust if:
 - (a) at any ordinary meeting of a Branch no committee is elected,
 - (b) the Branch has deliberately contravened the Rules,
 - (c) the actions of a Branch have brought the National Trust into ill repute.
- (3) In the event of a Branch being dissolved all cash on hand and other property whatsoever in the care of or under the control of the Branch will revert to the care of the Council of the National Trust.
- (4) The Council of the National Trust may put in place other management structures to carry out its business where a Branch is not fully constituted.

33 Repeal and alteration of these Rules

- (1) The Council may repeal or amend any of these rules and may make and pass any new rules with a view to the more efficient management and conduct of the National Trust provided that no rules shall be repealed, amended, or made, except with the concurrence of two-thirds of the whole number of members of the Council.
- (2) Any change to the Rules of the National Trust shall be submitted to the relevant Minister for ratification and gazetting for inclusion in the published Act.

ENDNOTES

1 KEY

Key to abbreviations

amd = amended
app = appendix
bl = by-law
ch = Chapter
cl = clause
div = Division
exp = expires/expired
f = forms
Gaz = Gazette
hdg = heading
ins = inserted
lt = long title
nc = not commenced

od = order
om = omitted
pt = Part
r = regulation/rule
rem = remainder
renum = renumbered
rep = repealed
s = section
sch = Schedule
sdiv = Subdivision
SL = Subordinate Legislation
sub = substituted

2 LIST OF LEGISLATION

Rules of the National Trust of Australia (Northern Territory) 2004 (SL No. 38, 2004)

Notified	10 November 2004
Commenced	10 November 2004