

MADE ON THE 25th DAY OF October 2010
BEFORE ME *VA ATRONJA FONG LIM*



**Australia Day Council NT Incorporated
Constitution**

**Name of the
Association**

1. The name of the association shall be Australia Day Council NT incorporated (or "ADC NT Inc").

**Objects and
purposes of the
ADC NT Inc**

2. The object of the ADC NT Inc are:
Working with and for the people and Government of the Northern Territory to:
 - Inspire national pride
 - Promote Australian citizenship by recognising excellence and service to the Northern Territory communities and the Nation
 - Promote an understanding of our shared future through education, discussion and debate, *and*
 - Unite all of us through celebration, with a focus on Australia Day
3. In order to further the objects of the association, it may:
 - (a) cooperate with any Government agency or Authority or group within the community having similar aims.
 - (b) purchase, take on lease or in exchange, and hire or otherwise acquire any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the ADC NT Inc.
 - (c) construct, maintain, and alter a building or works necessary or convenient for any of the objects or purposes of the ADC NT Inc.
 - (d) accept any gifts, whether subject to a special trust or not, for any one or more of the objects or purposes of the ADC NT Inc.
 - (e) procure contributions to the funds of the ADC NT Inc, whether by way of sponsorship, donation, subscriptions or otherwise that are consistent with the objects and purposes of the ADC NT Inc.
 - (f) print and publish such newspapers, periodicals, books, leaflets, or other documents as the Board may think desirable for the promotion of the objects and purposes of the ADC NT Inc.
 - (g) subject to the *Associations Act*, borrow and raise money in such manner and on such terms as the Board may think fit and secure the repayment of money so raised or borrowed or the payment of a debt or liability of the ADC NT Inc by giving mortgages, charges or securities upon or over all or any of the real or personal property of the ADC NT Inc.
 - (h) subject to the provisions of the *Trustee Act*, invest any moneys of the ADC NT Inc not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine; *and*
 - (i) do all such other lawful things as are incidental or conducive to the attainment of the basic objects of the ADC NT Inc or of any of the objects and purposes specified in rules 2 and 3.

Definitions

4. In this Constitution unless the context otherwise requires:

"Board" is the Board of the Australia Day Council NT Incorporated and comprises the Chairperson, Deputy Chairperson, Treasurer and seven other Board Members.

"Quorum" is 50% plus one other of appointed members. If the Chairperson and Deputy Chairperson are absent from an Annual General Meeting or Special General Meeting a quorum is not present.

"Regional Committee" is a group of Northern Territory residents in a region within

the Northern Territory, whose purpose it is to represent the ADC NT Inc in that region. Each Regional Committee nominates a delegate and the Public Officer is advised from time to time.

**Members of the
ADC NT Inc**

5. The membership of the ADC NT Inc shall be made up of:
- (a) Two (2) Ex-officio members, comprising:
 - i) Patron, being the Administrator of the Northern Territory; *and*
 - ii) President, being the Chief Minister for the Northern Territory.
 - (b) The Board, comprising:
 - i) a Chairperson, who is also the Public Officer (who is a person resident in the Northern Territory) for the purposes of the *Associations Act*;
 - ii) a Deputy Chairperson; who is also the acting Public Officer in the absence of the Chairperson;
 - iii) a Treasurer; *and*
 - iv) seven (7) other Board members.
 - (c) A Delegate nominated by each Regional Committee, as advised to the Public Officer from time to time:
 - i) a group of Northern Territory residents may submit an application to the Board for membership of the ADC NT Inc as a Regional Committee;
 - ii) an application for membership must be in writing and include:
 - the name of the nominated delegate who is empowered to vote on behalf of the Regional Committee at an Annual General Meeting or Special General Meeting; *and*
 - the names, addresses and contact phone numbers of all potential members of the Regional Committee.
 - iii) it is noted that the nominated delegate of the Regional Committee will have one vote;
 - iv) each Regional Committee must be made up of at least two individuals; *and*
 - v) the Board will from time to time establish criteria for the operation and membership of Regional Committees.

**Management and
Discipline**

6. (a) The Board shall manage the affairs of the ADC NT Inc in accordance with the *Associations Act*.
- (b) The Board:
- i) shall control and manage the business and affairs of the ADC NT Inc;
 - ii) may, subject to these rules and the provisions of the *Associations Act*, exercise all such powers and functions as may be exercised by the ADC NT Inc., including the appointment and removal of staff;
 - iii) may delegate to a subcommittee or staff any of its powers and functions other than:
 - this power of delegations; *or*
 - a duty imposed on the Board by the *Associations Act* or any other law.
 - iv) must ensure that any delegation be in writing and may be subject to the conditions limitations the Board considers appropriate;
 - v) may, in writing, revoke wholly or in part any delegation;
 - vi) shall coordinate the correspondence of the Council, ensure minutes of the proceedings of all general meetings and of all Board meetings are kept in accordance with section 38 of the *Associations Act*;
 - vii) shall maintain the register of members in accordance with section 34 of

the *Associations Act*; and

viii) shall, unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Council, other than those required by section 37(5) of the *Associations Act* to be in the custody of the Treasurer.

- (c) Each member of the Board of the ADC NT Inc shall, upon their appointment, hold office for a term of up to three years, but is eligible, after submitting themselves for consideration along with other applicants, for re-appointment for an additional term of up to three years.
- (d) A Board member cannot continue for more than two terms. A person who has served two terms is not able to reapply for Board membership until three years have passed since the end date of his or her previous appointment. Notwithstanding this clause, the President shall have the discretionary power to extend a Board appointment beyond the two term limit in exceptional circumstances.
- (e) The appointee to any casual vacancy may, at the conclusion of their temporary appointment, lodge an expression of interest to be considered in concert with others for their appointment for a term of up to three years.
- (f) If any member is absent from three consecutive meetings of the Board, without sufficient reason, the Board may declare that person's position vacant and shall advise that member in writing.
- (g) Upon delivery of a written notice under the circumstances outlined in 6(f), unless appealed within fourteen days, the Public Officer shall remove the name of the Board member to whom the notice was given from the register of Board members, whereupon that Board member ceases to be a Board member of the ADC NT Inc.
- (h) A right, privilege, or obligation of a person by virtue of their membership of the Board of the ADC NT Inc is not capable of being transferred or transmitted to another person.

Selection of Board Members

- 7. (a) The Chairperson shall be appointed by the President for a period not exceeding three years. The appointment is renewable. The appointment as Chairperson shall not form part of the membership term stated in 6(c) and 6(d).
- (b) In the case of a casual vacancy of the position of Chairperson, a new Chairperson is to be appointed by the President within twenty-eight days. The Chairperson's position shall be decided at the end of each three-year appointment.
- (c) Board members, other than the Chairperson, shall be selected from applications received from interested people in response to an expression of interest.
- (d) A call for expressions of interest will be advertised in the major Northern Territory newspapers.
- (e) All candidates shall be considered by the Board and a shortlist presented to the President.
- (f) The President is responsible for the final appointment of all members of the Board.
- (g) In the event of a casual vacancy occurring on the Board, the Board may identify and temporarily appoint an appropriate candidate, of the Board's selection, to fill the vacancy, and the member so appointed shall hold office subject to these rules until the conclusion of the original appointee's term.

Vacation of Office

- 8. For the purposes of these rules, the position of a Board member becomes vacant if the Board member:
 - (a) dies;

- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors;
- (c) becomes of unsound mind;
- (d) resigns their office by writing under their hand addressed to the Board;
- (e) ceases to be resident in the Territory;
- (f) fails, without leave granted by the Board, or without sufficient reason, to attend three consecutive meetings of the Board;
- (g) ceases to be an Australian citizen; *or*
- (h) is found guilty of a criminal offence and is sentenced to a term of imprisonment that is suspended or otherwise.

Duties of Disclosure

- 9. (a) If a member of the ADC NT Inc Board or their domestic partner or near relative has a direct or indirect pecuniary interest in a contract, or proposed contract, with the ADC NT Inc, the member:
 - i) must, as soon as he or she becomes aware of the interest disclose in writing the nature and extent of the interest to the Board; *and*
 - ii) must disclose the nature and extent of the interest at the first meeting of the Board or at an Annual General Meeting at which the contract or arrangement is first taken into consideration.
- (b) A member of the ADC NT Inc who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the ADC NT Inc must not be present during deliberations or take part in a decision of the Board with respect to that contract.

Meetings of the Board

- 10. (a) The Board shall meet at least six times per year at such places and at such times as the Board may determine.
- (b) No business shall be transacted unless a quorum is present, and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to a time set by the members present.
- (c) At meetings of the Board the Chairperson, or in their absence the Deputy Chairperson, shall preside.
- (d) Questions arising at meetings of the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such a manner as the Chairperson may determine.
- (e) Each member present at a meeting of the Board (including the Chairperson) is entitled to one vote and, in the event of an equality of votes of any question the Chairperson may exercise a second or casting vote.
- (f) Written notice of each Board meeting shall be served on each member by delivering it to them (by facsimile, email or letter) at a reasonable time before the meeting or by sending it by post in a prepaid letter addressed to them at their usual postal address.

Board Sub-Committees

- 11. (a) The Board may make appointments to Sub-Committees from time to time and prescribe powers and functions thereon.
- (b) All Sub-Committees shall contain and be chaired by a Board member.
- (c) The Board may appoint persons that are not members of the ADC NT Inc to Sub-Committees.
- (d) Sub-Committees shall not commit the ADC NT Inc to any expenditure, contract, undertaking or commitment without the specific written authority of the Board.
- (e) A Board Member that has been nominated to chair a Sub-Committee is responsible for calling meetings of that Sub-Committee.

Expulsion of Members

12. (a) The Board may expel a member from the ADC NT Inc if, in the majority opinion of the Board, the member has been guilty of conduct detrimental to the interests of the ADC NT Inc.
- (b) If the opinion of the Board in sub-rule (a) is tied, the Chairperson shall have a casting vote in addition to his or her own vote.
- (c) The expulsion of a member pursuant to sub-rule (a) of this rule does not take effect:
- i) until the expiration of fourteen days after the service on the member of a notice under sub-rule (e) of this rule; *and*
 - ii) if the member exercises their right of appeal under this rule, until the conclusion of the Special General Meeting convened to hear the appeal, whichever is the later date.
- (d) The Board shall allow the member to rebut, and deliver evidence against, any accusation of conduct detrimental to the interests of the ADC NT Inc at an ordinary meeting.
- (e) Where the Board expels a member from the ADC NT Inc, the Public Officer of the ADC NT Inc shall, without undue delay cause to be served on the member, a notice in writing:
- i) stating that the Board has expelled the member;
 - ii) specifying the grounds for the expulsion; *and*
 - iii) informing the member that if they so desire, they may, within fourteen days after the service of the notice on them, appeal against the expulsion as provided in this rule.
- (f) A member on whom a notice under sub-rule (e) of this rule is served may appeal against the expulsion to the President.
- (g) The President will appoint an independent person to consider the appeal and make recommendations to the President.
- (h) In determining the appeal, the President may decide to reappoint the person or uphold the Board's decision to expel the member.

Alteration of the Constitution

13. (a) A motion to amend the constitution requires the support of a majority of Board members at a Special General Meeting.
- (b) The Chairperson shall have a second, casting, vote.
- (c) Notice of the proposed amendment shall be included in a prior notice calling a Special General Meeting.
- (d) An amendment to this constitution of the ADC NT Inc shall not be effective until lodged with the Department administering the Act.

Dissolution of ADC NT Inc

14. In the event of the ADC NT Inc being wound up, any surplus assets remaining after payment of all liabilities, including returning any outstanding grant monies to the National Australia Day Council, shall be transferred to another entity which, in the opinion of the President, has either:
- (a) similar aims and objects to the ADC NT Inc; *or*
 - (b) has aims and objects that are of public benefit to Territorians; *and*
 - (c) which prohibits distribution of assets and income to at least the same extent.

Income and Property of the ADC NT Inc

15. (a) The income and property of the ADC NT Inc, however derived, shall be applied solely towards the promotion of the objects and purposes of the ADC NT Inc and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise to any member of the ADC NT Inc.
- (b) The ADC NT Inc shall not:
- i) appoint a person who is a member of the Board to any office to the holder of which there is payable any remuneration by way of salary, fees, or

allowances; *or*

- ii) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (c) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a employee or member of the ADC NT Inc of:
 - i) remuneration in return for services actually rendered to the ADC NT Inc by the employee or member or for goods supplied to the ADC NT Inc by the employee or member in the ordinary course of business;
 - ii) interest at current bank overdraft rates on money lent; *or*
 - iii) a reasonable and proper sum by way of rent for premises let to the ADC NT Inc by the employee or member.

Financial Year

16. The financial year of the ADC NT Inc is the period beginning on 1 July in each year and ending on the 30 June the following year.

Notices

17. A notice may be served by or on behalf of the ADC NT Inc upon any member by delivering it to them (by facsimile, email or letter) or by sending it through the post in a prepaid letter addressed to the member at their usual or last-known place of abode.

Accounts of receipts, expenditure etc

18. (a) True accounts shall be kept:
- i) of all sums of money received and expended by the ADC NT Inc and the matter in respect of which the receipt or expenditure takes place; *and*
 - ii) of the property, credits, and liabilities of the ADC NT Inc.
- (b) Subject to any reasonable restrictions as to time and manner of inspecting, inspection of the accounts of the ADC NT Inc shall be open for inspection by members.
- (c) The Treasurer of the ADC NT Inc shall faithfully keep all general records, accounting books, and records of receipt and expenditure connected with the operations and business of the ADC NT Inc in such form and manner as the Board may direct.
- (d) When providing directions under sub rule (c) of this section the Board must comply with any reporting or other requirements of the Associations Act.
- (e) The accounts, books, and records referred to in sub-rule (a) and (b) of this rule shall be kept at the current ADC NT Inc Office or at such other place as the Board may decide or is required under the Associations Act.
- (f) The Treasurer of the ADC NT Inc. must perform any other duties imposed by this constitution on the Treasurer.

Banking and Finance

19. (a) The Board may make banking and finance policies from time to time.
- (b) The Treasurer of the ADC NT Inc shall, on behalf of the ADC NT Inc, receive all monies paid to the ADC NT Inc.
- (c) The Board shall cause to be opened with such bank, building society or credit union as the Board selects an account in the name of the ADC NT Inc into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.
- (d) The Board may receive from the ADC NT Inc's bank, credit union or building society for the time being the cheque drawn by the ADC NT Inc on any of its accounts with the bank, credit union or building society and may release and indemnify the bank, credit union or building society from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the ADC NT Inc.
- (e) Except with the authority of the Board, all money shall be paid by cheque and the Treasurer shall have discretionary use of Petty Cash to the value of \$200 but the Board may provide the Treasurer with a sum to meet urgent

expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Board may impose.

- (f) No cheques shall be drawn on the ADC NT Inc's account except for the payment of expenditure that has been authorised by the Board.
- (g) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by the Treasurer or, in their absence, by such other member or members of the Board as the Board may nominate for that purpose, and shall be countersigned by such other member or members of the Board as the Board may nominate for that purpose.
- (h) The Treasurer may, by instrument in writing, delegate to an employee or volunteer of the ADC NT Inc any of his or her powers under this Constitution except this power of delegation.

Auditor

20. At each Annual General Meeting of the ADC NT Inc, the members present shall appoint a person who is not a member of the ADC NT Inc as auditor of the organisation's books, accounts and financial dealings. The Auditor is to carry out an annual audit.

Audit of Accounts

21. (a) At least once in each financial year of the ADC NT Inc, the Auditor shall examine the accounts of the ADC NT Inc.
- (b) The Auditor shall certify as to the correctness of the accounts of the ADC NT Inc and shall report thereon to the members present at the Annual General Meeting.
- (c) In their report, and in certifying to the accounts, the Auditor shall state:
- i) whether they have obtained the information required by them;
 - ii) whether, in their opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the ADC NT Inc according to the information at their disposal and the explanations given to them and as shown by the books of the ADC NT Inc;
 - iii) whether the rules relating to the administration of the funds of the ADC NT Inc have been observed;
 - iv) a fair and true account of the total income and expenditure of the ADC NT Inc during the reporting period and the total assets and liabilities of the ADC NT Inc at the end of the reporting period; *and*
 - v) any other matter required to be reported under the Associations Act.
- (d) The Public Officer of the ADC NT Inc shall cause to be delivered to the Auditor a list of all the accounts, books and records of the ADC NT Inc.
- (e) The Auditor:
- i) has a right of access to the accounts, books, records, vouchers and documents of the ADC NT Inc;
 - ii) may require from the employees or a member of the Board of the ADC NT Inc such information and explanations as may be necessary for the performance of their duties as auditor;
 - iii) may employ persons to assist them in investigating the accounts of the ADC NT Inc; *and*
 - iv) may in relation to the accounts of the ADC NT Inc, examine any member of the Board or any employee of the ADC NT Inc.
- (f) The Auditor must comply with the requirements of reporting and accounting as outlined in the Associations Act.

Register of Members

22. (a) The ADC NT Inc must establish and maintain a register of its members and enter in the register:
- i) the date on which each member of the ADC NT Inc became a member; *and*

- ii) where a person ceases to be a member of the ADC NT Inc -the date on which he or she ceased to be a member.
- (b) The ADC NT Inc must make the register of members available for inspection by members at reasonable times, or at the times specified for the purpose, at:
 - i) the place, if any, at which the ADC NT Inc is situated or located; *or*
 - ii) another place in the Territory nominated by the ADC NT Inc Board.
- (c) The ADC NT Inc. must ensure the following is available for inspection by members:
 - i) a copy of this constitution;
 - ii) minutes of general meetings; *and*
 - iii) annual reports and annual financial statements.

Annual General Meeting

23. The ADC NT Inc shall, in each year, hold an Annual General Meeting.
- (a) The Annual General Meeting must be held within 5 months of the Council's financial end date.
 - (b) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.
 - (c) The Annual General Meeting shall be specified as such in the notice convening it.
 - (d) The ordinary business of the Annual General Meeting shall be:
 - i) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - ii) to receive from the Board, Auditor, and employees of the ADC NT Inc reports upon the transactions of the ADC NT Inc during the last preceding financial year; *and*
 - iii) to appoint the Auditor and determine their remuneration.
 - (e) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
 - (f) Where a Regional delegate is unable to attend an Annual General Meeting, he or she may either make a postal vote or the Regional Committee may appoint a proxy.
 - (g) Postal votes or proxy votes for the Annual General Meeting shall be available subject to such procedures as determined by the Board from time to time.

Notice of Annual General Meetings

24. The Public Officer of the ADC NT Inc shall, at least fourteen days before the date fixed for holding an Annual General Meeting of the ADC NT Inc, cause to be inserted in a newspaper published daily in the Northern Territory an advertisement specifying the place, date, and time for the holding of the meeting, and the nature of the business to be transacted.

Special General Meeting

25. (a) The Board may, whenever it thinks fit, convene a Special General Meeting of the ADC NT Inc.
- (b) A requisition for a Special General Meeting shall state the objectives of the meeting and shall be signed by the requisitioner, being six members of the ADC NT Inc who are entitled to vote pursuant to clause 5 and deposited at the office of the ADC NT Inc and may consist of several documents in the like form, each signed by one of more of the requisitioner.
 - (c) If the Board does not cause a Special General Meeting to be held within twenty-one days from the date on which a requisition thereof is deposited at the office of the ADC NT Inc, the requisitioner, or any of them may convene the meeting; but any meeting so convened shall not be held after three

months from the date of the deposit of the requisition.

- (d) If within one hour, after the appointed time for the commencement of a Special General Meeting a quorum is not present, the meeting shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.
- (e) Members may attend meetings by teleconference, video link or other technology.
- (f) The Secretary must give to all members not less than 21 days notice of a special general meeting.
- (g) The special general meeting notice must specify:
 - i) when and where the meeting is to be held; *and*
 - ii) the particulars of and the order in which business is to be transacted.

Chairperson to preside at Annual General Meeting and Special General Meetings

- 26. (a) The Chairperson, or in his/her absence, the Deputy Chairperson, shall preside as chairperson at every Annual General Meeting and Special General Meetings of the ADC NT Inc.
- (b) If the Chairperson and Deputy Chairperson are absent from an Annual General Meeting or Special General Meeting then a quorum is not present.

Adjournment of Annual General Meeting or Special General Meeting

- 27. (a) The Chairperson of an Annual General Meeting or Special General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.

Determination of questions arising at an Annual General Meeting or Special General Meeting

- 28. A question arising at an Annual General Meeting or Special General Meeting of the ADC NT Inc shall be determined on a show of hands and a declaration by the Chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the ADC NT Inc is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

Votes

- 29. (a) Upon questions arising from an Annual General Meeting or Special General Meeting of the ADC NT Inc a member has only one vote.
- (b) All votes shall be given personally or those members unable to attend in person, by proxy, teleconference, video link or other technology, may register a postal vote with the Public Officer by close of business on the last working day prior to the meeting commencing. A postal vote can include facsimiles, email or any other legible written form.
- (c) In the case of a tied vote on a question, the Chairperson or their nominated Deputy is entitled to exercise a second or casting vote.
- (d) Postal votes or proxy votes shall be available subject to such procedures as determined by the Board from time to time.

Public Officer

- 30 (a) The public officer must:
 - i) ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23,28 and 45 of the *Associations Act*; *and*
 - ii) must keep a current copy of the constitution of the ADC NT Inc.

- (b) The common seal of the ADC NT Inc must not be used without the express authority of the Board, and every use of that common seal must be recorded.
- Common Seal**
- 31 (a) The common seal of the ADC NT Inc must not be used without the express authority of the Board and every use of that common seal must be recorded.
- (b) The affixing of the common seal of the ADC NT Inc must be witnessed by any two of the following:
- i) the Chairman;
 - ii) the Deputy Chairman; *or*
 - iii) the Treasurer.
- (c) The common seal of the ADC NT Inc must be kept in the custody of the person the Board from time to time selects.
- Grievance and disputes procedures**
- 32 (a) This clause applies to disputes between:
- i) a member and another member; *or*
 - ii) a member and the Board.
- (b) 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.
- (c) 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.
- (d) The mediator must be:
- i) a person chosen by agreement between the parties, or in the absence of agreement; *or*
 - ii) for a dispute between a member and another member - a person appointed by the Board, or for a dispute between a member and the Board - a person who is a mediator appointed or employed by the department administering the Act.
- (e) A member of the Council can be a mediator.
- (f) The mediator cannot be a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
- i) give the parties to the mediation process every opportunity to be heard;
 - ii) allow due consideration by all parties of any written statement submitted by any party; *and*
 - iii) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) 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.