This is the annexure marked "A" referred to in the statutory declaration of:

Name of public officer Geoffrey Samuel Eupene

Made on (date) 30th July 2026

Before me EVE CATHERINE WEIR
(signature of witness on statutory declaration)

Constitution of Geological, Exploration and Mining Services Association NT Incorporated

An association incorporated under the Associations Act NT

(As Amended July 2026).

Part 1 - Preliminary

1. Name

The name of the incorporated association is the Geological, Exploration and Mining Services Association NT Incorporated **("the Association") (GEMSA NT).**

2. Objects and purposes

The objects and purposes of the Association are to:

(a) facilitate member collaboration to develop a strong, effective and supportive association of businesses providing services and supplies to the Northern Territory geological, mineral exploration and mining industries;

(b) promote, represent and protect the rights and interests of the Association and its members;

(c) provide advice, information and support to members of the Association seeking to secure contract opportunities relevant to their field of expertise within the Northern Territory geological, mineral exploration and mining industries.

(d) market and promote member capabilities within the Northern Territory geological, mineral exploration and mining services industries;

(e) act as an advocate and lobby for members of the Association and the Northern Territory geological, mineral exploration and mining services industries generally.

(f) consider issues, and develop and coordinate responses, to any matter affecting the interests of the Northern Territory geological, mineral exploration, and mining services industries generally, the Association or any of its members;

(g) promote public awareness of the value of the geological, mineral exploration and mining services industries in the Northern Territory;

(h) undertake any activities and provide any services of any kind whatsoever to members as agreed by resolution of members and / or the Committee;

(i) cooperate, affiliate, associate or amalgamate with any other association or organisation having similar objectives and purposes as the Association; and

(j) secure legal advice, assistance and representation for the Association and its members.

(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;

(b) open and operate accounts with financial institutions;

(c) invest its money in any security in which trust monies may lawfully be invested;

(d) raise and borrow money on the terms and in the manner it considers appropriate;

(e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;

(f) appoint agents to transact business on its behalf;

(g) enter into any other contract it considers necessary or desirable; and

(h) prepare, adopt or endorse Codes of Conduct that apply to the professional conduct of the association and to members' business and other activities.

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) The Association may alter the name of the Association by special resolution but not otherwise.

(3) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

Part 3 - Members

Division 1 - Membership

9. Membership

(1) The categories of membership are as follows:

(a) Full Membership;

(b) Individual Membership; and

(c) any other class of membership as determined by resolution of the Committee.

(2) Full Membership is available to an Enterprise or to a natural person permanently residing in Australia, which is carrying on or engaged in a business, profession or industry primarily providing services or supplies directly, or incidental to the geological, mineral exploration and mining industries generally.

(3) Individual Membership is available to a natural person that does not otherwise meet the requirements of Full Membership yet has significant professional experience in the geological, mining and/or mineral exploration industries generally.

10. Applications for membership

(1) To apply to become a member of the Association a person must submit a written application for membership to the Chairperson:

(a) in a form approved by the Committee from time to time;

(b) signed by the person and at least two members; and

(c) accompanied by the joining fee.

(2) All applications for membership will be considered by the Committee out of session in the order they are received by the Chairperson as follows:

(a) approval by a simple majority vote of Committee members is required for an application for membership to be accepted.

(b) an application for membership may be approved or rejected at the absolute discretion of the Committee.

(c) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.

(d) 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 or out of session within 30 days after receipt of the notice of appeal, whichever occurs first.

(e) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

(3) A person is required to provide sufficient evidence, satisfactory to the Committee, of qualification for the membership category applied for by that person.

(4) A person does not become a member until the application for membership is approved by the Committee and the annual membership fee has been paid in full, pro-rated based on the remaining part of the financial year.

(5) An application for membership is deemed to be withdrawn in the event the annual membership fee remains unpaid on the date that is 30 days from the date a notice of approval is provided by the Committee to the applicants email or postal address shown on the application form.

(6) By applying for membership of the Association a person agrees to:

(a) comply with the rules of the Association;

(b) uphold the objects and purposes of the Association;

(c) comply with the Act and all applicable laws relevant to their business;

(d) pay all joining fees and annual membership fees; and

(e) comply with all Codes of Conduct prepared, adopted or otherwise endorsed by the Association.

11. Joining Fee

(1) The joining fee is the amount determined from time to time by resolution at a general meeting.

12. Annual membership fees

(1) The annual membership fee is the amount proposed by the Committee and determined from

time to time by resolution at a general meeting.

(2) The annual membership fee may calculated according to a flat fee structure or a tiered fee structure as determined from time to time by resolution at a general meeting.

(3) 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.

(4) A member whose subscription is not paid within 45 days after the due date ceases to be a member unless the Committee determines otherwise.

(5) Notwithstanding any other provision of this Constitution, the Committee may waive, reduce, postpone or refund, in whole or in part, the payment of joining fees and / or annual membership fees if the Committee is satisfied:

(a) the person who is to pay or has paid the fee is suffering financial hardship; or

(b) special circumstances exist.

Division 2 - Rights of members

13. General

(1) 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) All members are entitled to attend all general meetings of the Association; however, subject to subclause (2), only Full Members are entitled to vote at general meetings.

(2) A Full Member is not entitled to vote at any general meeting unless all money due and payable by the member has been paid.

(3) Each Full Member has one vote at general meetings of the Association.

15. 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.

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. Individual members

Individual Members do not have the right to vote, however may have other rights as determined by the Committee or by resolution at a general meeting.

18. 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

19. Termination of membership

Membership of the Association may be terminated by:

(a) a written notice of resignation addressed and sent by post or email 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 12(3);

(c) non-compliance with a Code of Conduct prepared, adopted or otherwise endorsed by the Association; or

(d) 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:

(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 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 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, employ, engage, and remove staff, including under contracts of employment or other arrangements.

(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 consists of:

(a) a Chairperson;

(b) a Vice-Chairperson;

(c) a Secretary;

(d) a Treasurer; and

(e) any other office holder determined from time to time by resolution at a general meeting.

(2) Unless elected directly as a separate office holder, the Committee must appoint one committee member to be the Association's public officer.

25. 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

26. 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 permanent resident Australia.

(3) Committee members must be elected to the Committee at an annual general meeting or appointed under clause 33.

26A. Composition of the Committee

(1) The Committee must, at all times, be comprised of a majority Northern Territory residents.

(2) If at any time the composition of the Committee does not comply with clause26A(1), the Committee must take all reasonable steps as soon as practicable to restore compliance with this requirement.

(3) Without limiting subclause 26A(2), steps to restore compliance may include:

(a) appointing eligible members; or

(b) requiring the resignation or removal of Committee members,

such that the composition of the Committee is restored to compliance with subclause 26A(1)

(4) The Committee must not exercise any power of appointment in a manner that would knowingly result in or perpetuate non-compliance with clause 26A(1).

27. Nominations for election to committee

(2) 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 before the date of the next annual general meeting.

(3) The nomination must be signed by:

(a) the nominator and a seconder; and

(b) the nominee to signify his or her willingness to stand for election.

(4) 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.

28. Appointment and rotation of committee

(1) Each committee member shall hold office for an initial term expiring at the commencement of the next annual general meeting, at which time the committee shall rotate in accordance with subclause (2).

(2) Subject to subclause (1), a committee member shall hold office for a two (2) year term, which shall be staggered as follows:

(a) the Chairperson and secretary elected at one annual general meeting; and

(b) The Vice-chairperson and treasurer elected at the following annual general meeting.

(3) Subject to subclause (4) and in accordance with subclause (2), at an annual general meeting the office of each rotating committee member becomes vacant and elections to fill each

vacancy must be held.

(4) The Chairperson of the outgoing Committee must preside at the annual general meeting until a new member is elected as Chairperson.

(5) Members may serve consecutive terms on the Committee unless otherwise determined by resolution at a general meeting.

(6) Notwithstanding any other provision within this clause, a committee member holds office for the duration of the term, unless the member vacates the office under clause 31 or is removed under clause 32.

29. Election by default

(1) If the number of persons nominated for election to the Committee under clause 27 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as members of the Committee at the annual general meeting.

(2) If vacancies remain on the Committee after the declaration under subclause (1), additional nominations of committee members may be accepted from the floor of the annual general meeting.

(3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to be duly elected as members of the Committee.

(4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 33.

30. Election by ballot

(1) If the number of nominations exceeds the number of vacancies on the Committee, ballots for those positions must be conducted.

(2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.

(3) The members chosen by ballot must be declared by the Chairperson to be duly elected as members of the Committee.

31. 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 Committee;

(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 Australia; or

(v) ceases to be a member of the Association;

(b) the member is absent from more than:

(i) 3 consecutive committee meetings; or

(ii) 3 committee meetings in the same financial year without tendering an apology

to the Chairperson;

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

(c) in any of the circumstances determined by resolution at a general meeting.

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), an election must be held to fill the vacancy.

33. Filling casual vacancy on Committee

(1) If a vacancy remains on the Committee after the application of clause 29 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(6) 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. Chairperson and Vice-Chairperson

(1) Subject to subclauses (2) and (3), the Chairperson must preside at all general meetings and committee meetings.

(2) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.

(3) If the Chairperson and the Vice-Chairperson 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) coordinate 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 must:

(a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;

(b) pay all moneys received into the account of the Association within 5 working days after receipt;

(c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and

(d) 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 must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.

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

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

(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 4 times in each financial year unless otherwise determined by resolution at a general meeting.

(2) The Chairperson, 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.

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 committee meeting, one-half of the committee members constitutes a quorum unless otherwise determined by resolution at a general meeting.

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 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 Chairperson 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

44. 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 Committee:

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

(b) must, within 30 days after the Secretary receives a notice under clause 22(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 45(1), convene a special general meeting for the purpose specified in that request.

45. 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:

(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(3)(b) - the appeal against the decision of the Committee is upheld; and

(b) for clause 44(3)(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 subclause (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.

46. Annual general meeting

(1) The Secretary must give to all members not less than 14 days notice of an annual general meeting unless otherwise determined by resolution at a 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.

47. 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 unless otherwise provided in the Schedule.

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

48. Notice of meetings

(1) The Secretary must give a notice under this Part by -

(a) serving it on a member personally; or

(b) delivering it to the member by post or email to the delivery address appearing in the register of members.

(2) A notice given in accordance with this clause is taken to be received:

(a) if hand delivered, on delivery;

(b) if sent by pre-paid post, 5 Business Days after the date of posting;

(c) if sent by email:

(i) when the senders email system generates a notification that the email was transferred to the email address of the member; or

(ii) one hour after the time sent (as recorded on the device from which the sender sent the email) unless the sender receives an automated message that the email has not been delivered,

whichever occurs first.

49. Time and place of meetings

(1) A meeting of the Association must be held at a reasonable time and place(s).

(2) A meeting of the Association may be held in more than one location and using any available technology, or a combination of methods, that gives the Members as a whole a reasonable opportunity to participate.

50. Quorum at general meetings

At a general meeting five (5) Full Members, whether present in person or by a duly appointed proxy, constitutes a quorum unless otherwise determined by resolution at a general meeting.

51. 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(3)(a) - the meeting stands adjourned to the same time on the same day in the following week and to the same place, unless otherwise determined by the chair of the meeting (or in the absence of the chair, a simple majority of Full Members);

(b) for a meeting convened under clause 44(3)(b) - the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or

(c) for a meeting convened under clause 44(3)(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 or by proxy may proceed with the business of that general meeting as if a quorum were present.

(3) The Chairperson 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.

52. Voting

(1) Each Full Member present in person or by proxy 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 made in person or by proxy; and

(b) 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.

(3) A poll may be demanded by the Chairperson or by 3 or more members present in person or by proxy.

(4) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

53. 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

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 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 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 1O 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 settlethe 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. 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 Chairperson;

(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.

59. Distribution of surplus assets on winding up

(1) The Association may be dissolved, wound up or the incorporation of the Association cancelled only by special resolution at a General Meeting called for that purpose.

(2) If on the dissolution, winding up or cancellation 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.

(3) 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; and

(c) is determined by special resolution of the members.