

Family First

worth fighting for



CONSTITUTION

OF

FAMILY FIRST PARTY AUSTRALIA LTD

Australian Business Number (ABN) 58 106 048 444

A company limited by guarantee

operating as

FAMILY FIRST QUEENSLAND

Contents

Preliminary.....	5
1. Name of the Party	5
2. Type of Company	5
3. Limited Liability of Members	5
4. The Guarantee.....	5
5. Definitions	5
Objects and Powers	5
6. Objects	5
7. Powers.....	6
8. Not-for-Profit.....	6
9. Amending the Constitution.....	6
Electoral Act Compliance	7
10. Compliance	7
11. Candidate for Election.....	7
Members	7
12. Number of Members	7
13. Certificates	7
14. Classes of Members	8
15. Membership and Register of Members.....	8
16. Who can be a Member.....	9
17. How to apply to become a Member	9
18. Membership Fees	9
19. Federal Executive decides whether to approve Membership.....	10
20. When a Person becomes a Member	10
21. When a Person stops being a Member.....	10
Dispute Resolution and Disciplinary Procedures.....	11
22. Dispute Resolution Procedures.....	11
23. Disciplinary Procedures	11
24. No right of Appeal	11
General Meetings of Members	12
25. General Meetings called by Directors	12
26. General Meetings called by Members	12

27. Annual General Meeting	12
28. Notice of General Meetings.....	13
29. Quorum at General Meetings	14
30. Auditor's Right to Attend Meetings	14
31. Using Technology to hold Meetings.....	14
32. Chairperson for General Meetings.....	14
33. Role of the Chairperson.....	15
34. Adjournment of Meetings.....	15
Members' Resolutions and Statements	15
35. Members' Resolutions and Statements.....	15
36. Party must give Notice in Certain Cases.....	16
37. Circular Resolutions of Members	16
Voting at General Meetings.....	17
38. How many Votes a Member has	17
39. Challenge to Member's Right to Vote	17
40. How Voting is Carried Out.....	17
41. When and How a Vote in Writing must be Held.....	17
42. Appointment of Proxy	18
General Members	18
43. Rights of General Members	18
Trustee Members.....	18
44. Number of Trustees	18
45. Who can be a Trustee.....	19
46. Rights of Trustees	19
47. When a Person becomes a Trustee	19
48. When a Person stops being a Trustee.....	19
Trustee Meetings	19
49. Trustee Meetings Generally	19
50. Calling Trustee Meetings.....	20
51. Notice of Trustee Meetings	20
52. Quorum at Trustee Meetings	20
Directors and the Federal Executive	20
53. The Federal Executive.....	20
54. Number of Directors	21

55. Election and Appointment of Directors	21
56. Election of Chairperson	21
57. Term of Office	22
58. When a Director stops being a Director	22
59. Rights of Directors and Secretaries in relation to General Meetings	22
 Powers of Directors	22
60. Powers of Directors	22
61. Delegation of Directors' Powers	23
62. Payments to Directors	23
63. Execution of Documents	23
 Duties of Directors	24
64. Duties of Directors	24
65. Conflicts of Interest	24
 Directors' Meetings	25
66. When the Directors Meet	25
67. Calling Directors' Meetings	25
68. Chairperson for Directors' meetings	25
69. Quorum at Directors' Meetings	25
70. Validity of Acts of Federal Executive	25
71. Using Technology to hold Directors' Meetings	26
72. Passing Directors' Resolutions	26
73. Circular Resolutions of Directors	26
 Secretary	26
74. Appointment and Role of Secretary	26
 Minutes and Records	27
75. Minutes and Records	27
76. Financial and Related Records	28
77. Annual Financial Reporting to Members	28
78. General Bank Account	28
 By-laws	29
79. By-laws	29
 Notice	29
80. What is Notice	29
81. Notice to the Party	29

82. Notice to Members	29
83. When Notice is taken to be Given	30
84. Irregularity Does Not Invalidate Meeting	30
Financial Year	30
85. Party's Financial Year.....	30
Indemnity, Insurance and Access	30
86. Indemnity	30
87. Insurance	31
88. Directors' Access to Documents.....	31
Winding up	31
89. Distribution of Surplus Assets.....	31
Definitions and interpretation	31
90. Definitions	31
91. Reading this Constitution with the Corporations Act.....	33
92. Interpretation	33

Preliminary

1. Name of the Party

The name of the Party is FAMILY FIRST PARTY AUSTRALIA LTD (the Party).

2. Type of Company

- 2.1 The Party is a public company limited by guarantee and incorporated with the Australian Securities and Investments Commission in accordance with the provisions of the Corporations Act.
- 2.2 The Party is also a political party and registered as such under the Electoral Acts (where required and applicable).

3. Limited Liability of Members

The liability of Members is limited to the amount of the guarantee in clause 4.

4. The Guaranteee

Each Member (regardless of class) must contribute an amount of not more than \$10.00 (the guaranteee) to the property of the Party if the Party is wound up while the Member is a Member, or within twelve (12) months after the Member ceases to be a Member, and this contribution is required to pay for the:

- (a) debts and liabilities of the Party incurred before the Member stopped being a Member; or
- (b) costs of winding up.

5. Definitions

In this Constitution, words and phrases have the meaning set out in clauses 90 and the constitution is to be read in accordance with clauses 91 and 92.

Objects and Powers

6. Objects

In accordance with its Core Values, the Party is established for the following Objects:

- (a) to be an eligible political party as defined in any one or more of the Electoral Acts, or such other body as may be required from time to time for the purposes of nominating or endorsing a candidate for election to Federal Parliament or any State or Territory Parliament so as to advance the objectives of the Party;
- (b) to propose, promote and support legislation which will result in the holistic health, wellbeing, welfare, safety and unity of families in Australia;
- (c) to oppose proposed legislation that will impact negatively upon families;
- (d) to seek to change existing legislation that impacts negatively upon families in Australia;

- (e) to promote strategies and legislative change to reduce the social and economic impact as a result of family dysfunction in Australia;
- (f) to promote effective levels of funding and support for individuals, organisations and entities that provide wholesome assistance and benefits that strengthen and educate families in Australia;
- (g) to promote and encourage widespread community support and strategy to educate and provide assistance to reduce adverse social and economic impact of family breakdown in Australia;
- (h) to establish a presence in each Australian State and Territory, subject to satisfying the legislative requirements of that particular State or Territory;
- (i) to endorse and nominate for election to Federal Parliament, for election to any or any State or Territory Parliament or for appointment to any other political or public office such candidates or persons who support and promote the Objects of the Party; and
- (j) to do all such things as may be considered desirable for the lawful and proper attainment of these objectives.

7. Powers

The Party has the following powers, which may only be used to carry out its Objects set out in clause 6:

- (a) all powers of a natural person;
- (b) all the powers of a company limited by guarantee under the Corporations Act; and
- (c) any and all powers conferred on a political party under any of the Electoral Acts.

8. Not-for-Profit

- 8.1 The Party must not distribute any income or assets directly or indirectly to its Directors or Members or to any former Director or Member, except as provided in clauses 8.2, 62 and 89.
- 8.2 Clause 8.1 does not stop the Party from doing the following things, provided they are done in good faith:
 - (a) paying a Director or Member for goods or services they have provided, or expenses they have properly incurred, at fair and reasonable rates or rates more favourable to the Party; or
 - (b) making a payment to a Member in carrying out the Party's Objects.

9. Amending the Constitution

- 9.1 The Members and the Trustees may amend this Constitution by each passing a Special Resolution.
- 9.2 This Constitution is not amended unless there is a Special Resolution passed by each of the Members in General Meeting and the Trustees. The Special Resolutions passed by

the Trustees and the Members in General Meeting may be resolved at different times and in different places.

9.3 The Members may not amend this Constitution to the extent that doing so would cause the Party to cease to be eligible to be a political party under any of the Electoral Acts.

Electoral Act Compliance

10. Compliance

10.1 The Party must comply with each of the Electoral Acts.

10.2 The Party must not do anything which may cause the Party to be in breach of the Electoral Acts including anything that would cause it to be de-registered as a political party in any Australian jurisdiction.

11. Candidate for Election

Pursuant to the *Electoral Act 1992* (Qld) and regardless of any by-laws passed pursuant to clause 79.4, the Party may endorse a Candidate by a vote in accordance with the following principles:

- (a) only Members of the Party who are eligible to vote at a General Meeting may vote;
- (b) each Member has one (1) vote;
- (c) each vote must be cast by secret ballot;
- (d) a Member must not be improperly influenced in voting;
- (e) a Member's ballot paper must be counted if the member's intention is clear, but does not need to be counted if the Member's intention is unclear;
- (f) votes must be accurately counted;
- (g) each person who is seeking selection under this clause may be present personally, or may be represented by another person, at the ballot and for the scrutiny, and counting, of votes; and
- (h) any other principles of a free and democratic election which may be required by the Electoral Acts from time to time.

Members

12. Number of Members

Unless otherwise set out in this Constitution, the number of Members of the Party must be not less than one (1) and there is no upper limit.

13. Certificates

13.1 A Certificate of Membership may be issued by the Party to any Member.

13.2 Any certificate issued will remain the property of the Party and must be returned to the Party on written demand by the Secretary.

14. Classes of Members

14.1 The Party has two classes of Members known as:

- (a) Trustee Members ('Trustees'); and
- (b) General Members.

14.2 The rights and obligations of the classes of Members are set out in clauses 43 to 48.

14.3 The Federal Executive may not create any other classes of Members and may not determine or vary the rights and privileges attaching to any classes, particularly as to voting rights of the Members in each class, without:

- (a) a majority vote of all the Members in a General Meeting; and
- (b) a majority vote of the Members of the class, the rights of which are to be determined or varied by the proposed resolution.

15. Membership and Register of Members

15.1 The Members of the Party are:

- (a) the Initial Members; and
- (b) any other person or persons that the Members admit as a Member of the Party, in accordance with this Constitution.

15.2 The Party must establish and maintain a Register of Members. The Register of Members must be kept by the Secretary and must contain:

- (a) for each current Member:
 - (i) name;
 - (ii) address;
 - (iii) any alternative address nominated by the Member for the service of notices;
 - (iv) the class of membership to which they are admitted; and
 - (v) date the Member was entered on to the Register of Members; and
- (b) for each person who stopped being a Member in the last seven (7) years:
 - (i) name;
 - (ii) address;
 - (iii) any alternative address nominated by the Member for the service of notices;
 - (iv) the class (or classes) of membership to which they were admitted; and
 - (v) dates the membership started and ended.

- 15.3 The Party must give current Members access to the Register of Members in accordance with the Corporations Act and/or any Relevant Electoral Act (if applicable).
- 15.4 Information that is accessed from the Register of Members must only be used in a manner relevant to the interests or rights of Members and in accordance with the Corporations Act and/or any Relevant Electoral Act (as applicable).

16. Who can be a Member

- 16.1 A person is eligible to apply to be a Member of the Party under clause 17 if they:
 - (a) are a natural person;
 - (b) are eligible to enrol to vote in a Federal Election;
 - (c) carry the recommendation of the state or territory executive, if such a body has been implemented pursuant to clause 79.5;
 - (d) accept and support the Objects and Core Values of the Party;
 - (e) have paid the prescribed Membership Fee (if any) as required by the Party from time to time;
 - (f) have not been convicted of a Disqualifying Electoral Offence within the last ten (10) years;
 - (g) have applied to become a Member in accordance with clause 17; and
 - (h) have been accepted as a member in accordance with clause 19.
- 16.2 For the avoidance of doubt, other than a natural person, no company, corporation, body corporate, incorporated association or other legal person or incorporated entity (howsoever described) may become a Member of the Party.

17. How to apply to become a Member

A person may become a Member of the Party by applying in writing to the Secretary stating that they:

- (a) want to become a Member;
- (b) fulfil any and all criteria set out in clause 16 above;
- (c) fulfil any and all other criteria for membership required by the Federal Executive, the Members or this Constitution; and
- (d) agree to comply with the Party's Constitution, including paying the guarantee under clause 4 if required.

18. Membership Fees

Membership fees are such sum payable at such times as the Federal Executive shall from time to time prescribe.

19. Federal Executive decides whether to approve Membership

- 19.1 The Federal Executive must consider an Application for Membership within a reasonable time or otherwise at the second meeting of the Federal Executive after the Secretary receives such an application.
- 19.2 The Federal Executive may accept or reject a person's Application for Membership at its sole and absolute discretion.
- 19.3 For the avoidance of doubt, the Federal Executive may delegate its power under clause 19.1 to a committee of the Federal Executive in accordance with clause 61.
- 19.4 If the Federal Executive approves an application, the Secretary must as soon as possible:
 - (a) enter the new Member on the Register of Members; and
 - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 20).
- 19.5 If the Federal Executive rejects an application, the Secretary must write to the applicant as soon as possible to tell them that their application has been rejected but does not have to give reasons for the Federal Executive's decision.
- 19.6 For the avoidance of doubt, the Federal Executive may approve an application even if the application does not state the matters listed in clause 16 and/or clause 17. In that case, by applying to be a Member, the applicant agrees to those matters.
- 19.7 A decision of the Federal Executive in accordance with clause 19.2 is final and is not subject to any appeal.

20. When a Person becomes a Member

An applicant will become a Member of the Party when their name is entered on the Register of Members.

21. When a Person stops being a Member

A person immediately stops being a Member if they:

- (a) cease to be eligible to enrol and vote at any Federal Election;
- (b) are convicted of a Disqualifying Electoral Offence;
- (c) die;
- (d) become of unsound mind;
- (e) become bankrupt or make any arrangement or composition with creditors;
- (f) resign, by writing to the Secretary; or
- (g) are expelled under clause 23.

Dispute Resolution and Disciplinary Procedures

22. Dispute Resolution Procedures

The Federal Executive will be responsible for the resolution of disputes within the Party and may make, amend, or revoke by-laws regarding dispute resolution from time to time pursuant to clause 79.

23. Disciplinary Procedures

23.1 In accordance with this clause, the Federal Executive will be solely responsible for the discipline of Members within the Party and may resolve to warn, suspend or expel a Member from the Party if the Federal Executive, in its sole and absolute discretion, considers that:

- (a) a Member has breached this Constitution; or
- (b) a Member no longer fulfils any one or more of the criteria for membership set out in clause 16; or
- (c) a Member's behaviour is causing, has caused, or is likely to cause harm to the Party.

23.2 In order to give effect to its powers under clause 23.1 but subject to clause 23.3, the Federal Executive may, in accordance with clause 79, make, amend, or revoke by-laws regarding disciplinary procedures.

23.3 Any disciplinary procedures established by the Federal Executive in accordance with clause 23.2 must include the following:

- (a) an obligation on the Federal Executive to provide to the Member:
 - (i) reasonable formal notice that it is considering a resolution to warn, suspend or expel the Member;
 - (ii) details of the time, date and location of that meeting of the Federal Executive at which the resolution is to be considered;
 - (iii) details of the circumstances which have given rise to the proposed resolution including any relevant details of what the Member is said to have done or not done; and
 - (iv) the nature of the resolution that has been proposed; and
- (b) a right on the part of the Member to provide an oral or written explanation to the Directors at or before the proposed meeting.

23.4 There will be no liability for any loss or injury suffered by the Member as a result of any decision made by the Federal Executive in accordance with this clause.

24. No right of Appeal

A decision of the Federal Executive under clauses 22 or 23 is final and there are no avenues of appeal from a decision of the Federal Executive.

General Meetings of Members

25. General Meetings called by Directors

- 25.1 Any two (2) Directors may call a General Meeting of the Party.
- 25.2 If Members with at least 5% of the votes that may be cast at a General Meeting make a written request to the Party for a General Meeting to be held, the Directors must:
 - (a) within 21 days of the Members' request, give all Members notice of a General Meeting; and
 - (b) hold the General Meeting within two (2) months of the Members' request.
- 25.3 The percentage of votes that Members have (in clause 25.2) is to be worked out as at midnight before the Members request the meeting.
- 25.4 The Members who make the request for a General Meeting must:
 - (a) state in the request any resolution to be proposed at the meeting;
 - (b) sign the request; and
 - (c) give the request to the Party.
- 25.5 Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.

26. General Meetings called by Members

- 26.1 If the Directors do not call the meeting within 21 days of being requested under clause 25.2, 50% or more of the Members who made the request may call and arrange to hold a General Meeting.
- 26.2 To call and hold a meeting under clause 26.1 the Members must:
 - (a) as far as possible, follow the procedures for General Meetings set out in this Constitution;
 - (b) call the meeting using the list of Members on the Party's Register of Members, which the Party must provide at no cost to the Members making the request; and
 - (c) hold the General Meeting within three (3) months after the request was given to the Party.
- 26.3 The Party must pay the Members who request the General Meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.

27. Annual General Meeting

- 27.1 A General Meeting, called the Annual General Meeting, must be held in accordance with the provisions of the Corporations Act, and in any event, at least once each year.
- 27.2 Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting may include:

- (a) a review of the Party's activities;
- (b) a review of the Party's finances;
- (c) any Auditor's report;
- (d) the appointment and remuneration of Auditors, if any; and
- (e) any other business of which proper notice has been given.

27.3 Before or at the Annual General Meeting, the Directors must give information to the Members on the Party's activities and finances during the period since the last Annual General Meeting.

27.4 The Chairperson of the Annual General Meeting must give Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Party.

28. Notice of General Meetings

28.1 Notice of a General Meeting must be given to:

- (a) each Member entitled to vote at the General Meeting or receive notice thereof;
- (b) each Director (regardless of whether that Director is also a Member); and
- (c) the Auditor (if any).

28.2 Notice of a General Meeting must be provided in writing at least 21 days before the meeting.

28.3 Notwithstanding clause 28.2, notice of a meeting may be provided less than 21 days before the meeting if:

- (a) for an Annual General Meeting, all the Members entitled to attend and vote at the Annual General Meeting agree beforehand; or
- (b) for any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

28.4 Notice of a General Meeting cannot be provided less than 21 days before the General Meeting if a resolution will be moved to remove the Auditor.

28.5 Notice of a General Meeting must include:

- (a) the place, date and time for the meeting (and if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate this);
- (b) the general nature of the meeting's business;
- (c) if applicable, that a Special Resolution is to be proposed and the proposed wording thereof; and
- (d) a statement that each Member has the right to appoint a proxy and that, if a Member appoints a proxy:
 - (i) the proxy must be a Member of the Party;

- (ii) the proxy form must be delivered to the Party at its Registered Office or the address (including an electronic address) specified in the notice of the meeting; and
- (iii) the proxy form must be delivered to the Party at least 48 hours before the meeting.

28.6 If a General Meeting is adjourned for one (1) month or more, the Members must be given new notice of the resumed meeting.

29. Quorum at General Meetings

- 29.1 For the purposes of any General Meeting, a quorum is five (5) Members able to vote.
- 29.2 For a General Meeting to be held, a quorum must be present (in person or by proxy) for the entirety of the meeting. When determining whether a quorum is present, a person may only be counted once unless that person is a proxy of more than one (1) Member, in which case they are to be counted for each Member for whom they are a proxy.
- 29.3 No business may be conducted at a General Meeting if a quorum is not present.
- 29.4 If there is no quorum present within 30 minutes after the starting time stated in the notice of General Meeting, the General Meeting is adjourned to the date, time and place that the Chairperson specifies. If the Chairperson does not specify one (1) or more of those things, the meeting is adjourned to:
 - (a) if the date is not specified – the same day in the next week;
 - (b) if the time is not specified – the same time; and
 - (c) if the place is not specified – the same place.
- 29.5 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

30. Auditor's Right to Attend Meetings

- 30.1 The Auditor (if any) is entitled to attend any General Meeting and to be heard by the Members on any part of the business of the meeting that concerns the Auditor in the capacity of Auditor.
- 30.2 The Party must give the Auditor (if any) any communications relating to the General Meeting that a Member of the Party is entitled to receive.

31. Using Technology to hold Meetings

- 31.1 The Party may hold a General Meeting at two (2) or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including a reasonable opportunity to hear and be heard.
- 31.2 Anyone using this technology is taken to be present in person at the meeting.

32. Chairperson for General Meetings

- 32.1 The Elected Chairperson is entitled to chair General Meetings.

32.2 The Members present and entitled to vote at a General Meeting may choose a Director or Member to be the chairperson for a particular meeting if:

- (a) there is no Elected Chairperson;
- (b) the Elected Chairperson is not present within 30 minutes after the starting time set for the meeting; or
- (c) the Elected Chairperson is present but is unwilling or unable to act as the Chairperson of the meeting.

32.3 A chairperson chosen under clause 32.2, for the duration of their role as chairperson of the meeting, has the same rights and responsibilities as the Elected Chairperson would have in their capacity to chair the relevant meeting.

33. Role of the Chairperson

33.1 The Chairperson is responsible for the conduct of the General Meeting, and for this purpose must give Members a reasonable opportunity to make comments and ask questions (including to the Auditor (if any)).

33.2 At any General Meeting, the Chairperson does not have a casting vote; accordingly, where there is an equality of votes, the proposed resolution is not passed.

34. Adjournment of Meetings

34.1 If a quorum is present, a General Meeting must be adjourned if more than 50% of Members Present direct the Chairperson to adjourn it.

34.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' Resolutions and Statements

35. Members' Resolutions and Statements

35.1 Members with at least 5% of the votes that may be cast on a resolution may give:

- (a) written notice to the Party of a resolution they propose to move at a General Meeting (Members' Resolution); and/or
- (b) a written request to the Party that the Party give all of its Members a statement about a proposed Members Resolution or any other matter that may properly be considered at a General Meeting (Members' Statement).

35.2 A notice of a Members' Resolution must set out the wording of the proposed Members' Resolution and be signed by the Members proposing the resolution.

35.3 A request to distribute a Members' Statement must set out the statement to be distributed and be signed by the Members making the request.

35.4 Members proposing a resolution may sign separate copies of a document setting out the notice or request provided the wording is the same in each copy.

35.5 The percentage of votes that members have (as described in clause 35.1) is to be worked out as at midnight before the request or notice is given to the Party.

35.6 If the Party has been given notice of a proposed Members' Resolution under clause 35.1(a), the resolution must be considered at the next General Meeting held more than two (2) months after the notice is given.

35.7 This clause does not limit any other right that a Member has to propose a resolution at a General Meeting.

36. Party must give Notice in Certain Cases

36.1 If the Party has been given a notice or request under clause 35:

(a) in time to send the notice of proposed Members' Resolution or a copy of the Members' Statement to Members with a notice of meeting, it must do so at the Party's cost; or

(b) too late to send the notice of proposed Members' Resolution or a copy of the Members' Statement to Members with a notice of meeting, then the Members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Party in giving Members notice of the proposed Members' Resolution or a copy of the Members' Statement. However, at a General Meeting, the Members may pass a resolution that the Party will pay these expenses.

36.2 The Party is not required to send the notice of proposed Members' Resolution or a copy of the Members' Statement to members if:

(a) either the proposed Members' Resolution and/or Members' Statement is more than 1,000 words long;

(b) the Directors consider the proposed Members' Resolution and/or the Members' Statement may be defamatory;

(c) clause 36.1(b) applies, and the Members who proposed the Members' Resolution or made the request have not paid the Party enough money to cover the cost of sending the notice of the proposed Members' Resolution or a copy of the Members' Statement to Members; or

(d) in the case of a proposed Members' Resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.

37. Circular Resolutions of Members

37.1 Subject to clause 37.3, the Directors may put a proposed resolution to the Members to pass a resolution without a General Meeting being held (a Circular Resolution).

37.2 The Directors must notify the Auditor (if any) as soon as possible that a Circular Resolution has or will be put to Members, and set out the wording thereof.

37.3 Circular Resolutions cannot be used:

(a) to remove the Auditor;

(b) in the case of a Special Resolution; or

(c) where the Corporations Act or this Constitution requires an actual meeting to be held.

- 37.4 A Circular Resolution is passed if more than 50% of the Members entitled to vote on the resolution sign or agree to the Circular Resolution, in the manner set out in clause 37.5 or clause 37.6.
- 37.5 Members may sign:
 - (a) a single document setting out the Circular Resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 37.6 The Party may send a Circular Resolution by email to Members and Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at General Meetings

38. How many Votes a Member has

Each Member has one (1) vote.

39. Challenge to Member's Right to Vote

- 39.1 A Member or the Chairperson may only challenge a person's right to vote at a General Meeting at that meeting.
- 39.2 If a challenge is made under clause 39.1, the Chairperson must decide whether or not the person may vote. The Chairperson's decision is final.

40. How Voting is Carried Out

- 40.1 Voting must be conducted and decided by:
 - (a) a show of hands;
 - (b) a vote in writing; or
 - (c) another method chosen by the Chairperson that is fair and reasonable in the circumstances.
- 40.2 Questions arising at a General Meeting will be decided by more than 50% of votes cast, unless this Constitution or the Corporations Act require a special majority.
- 40.3 Before a vote is taken, the Chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast (if they are in favour or against).
- 40.4 On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.
- 40.5 The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

41. When and How a Vote in Writing must be Held

- 41.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:

- (a) at least five (5) Members Present;
- (b) Members Present with at least 5% of the votes that may be passed on the resolution (worked out as at the midnight before the vote in writing is demanded); or
- (c) the Chairperson.

41.2 A vote in writing must be taken when and how the Chairperson directs unless clause 41.3 applies.

41.3 A vote in writing must be held immediately if it is demanded under clause 41.1:

- (a) for the election of a Chairperson under clause 32.2; or
- (b) to decide whether to adjourn the meeting.

41.4 A demand for a vote in writing may be withdrawn at any time prior to the vote being taken.

42. Appointment of Proxy

42.1 A Member may appoint another Member as his or her proxy to attend and vote at a General Meeting on his or her behalf if permitted by, and in accordance with, the provisions of the Corporations Act but subject to any express provisions of this clause 42 and this Constitution more generally.

42.2 Without limiting the generality of clause 42.1, no person may be appointed as proxy for more than two (2) other Members (the 'Principal') and any person purporting to be appointed as a proxy from more than two (2) Principals must notify any and all subsequent Principals that they are not able to accept that appointment.

General Members

43. Rights of General Members

43.1 All General Members of the Party are entitled to:

- (a) receive notices of, attend, and speak at any General Meeting of the Party; and
- (b) speak to and vote on any proposed resolution or Special Resolution at any such General Meeting.

43.2 Any General Member of this Party is entitled to be admitted as a Member of a State/Territory Council subject to them being a resident of that State or Territory and subject to the approval of the relevant State/Territory Executive.

43.3 For the avoidance of all doubt, General Members are not permitted to attend, vote, or speak at any Trustee Meeting unless invited to do so in accordance with clause 49.7.

Trustee Members

44. Number of Trustees

Unless otherwise set out in this Constitution, the number of Trustees of the Party must be not more than 30.

45. Who can be a Trustee

A person is eligible to be a Trustee of the Party under clause 17 if they are:

- (a) a Member of the Party;
- (b) invited by the Federal Executive to apply to become a Trustee; and
- (c) are appointed as a Trustee by a majority vote of the existing Trustees.

46. Rights of Trustees

Trustees are entitled to all the rights and privileges of a General Member, and are also entitled to receive notices of, and attend, any Trustee Meeting and:

- (a) to speak; and
- (b) to vote,

on any proposed resolution at any Trustee Meeting of the Party.

47. When a Person becomes a Trustee

A person becomes a Trustee of the Party when their name is entered on the Register of Members as a Trustee.

48. When a Person stops being a Trustee

- 48.1 A person immediately stops being a Trustee if they satisfy any of the circumstances in clause 21.
- 48.2 At the sole and absolute discretion of the Federal Executive, a person who stops being a Trustee under clause 48.1 may:
 - (a) be reinstated as a General Member; or
 - (b) removed entirely as a Member of the Party.

Trustee Meetings

49. Trustee Meetings Generally

- 49.1 A Trustee Meeting will be held:
 - (a) annually at or about the same time as the Annual General Meeting of the Party for the sole purpose of electing Directors to the Federal Executive in accordance with clause 55; or
 - (b) as called in accordance with clause 50 in order for the Trustees to exercise any rights which may only be exercised by the Trustees in a Trustee Meeting.
- 49.2 Trustee Meetings will be held and conducted in a manner which is consistent with clause 25 to clause 42 except to the extent that those provisions are superseded by clause 49 to clause 52.

- 49.3 Directors are entitled to attend any Trustee Meeting, but are not entitled to vote at a Trustee Meeting unless they are also a Trustee.
- 49.4 A Director (who is not a Trustee) attending a Trustee Meeting in accordance with clause 49.3 must leave the meeting if requested to do so by the Elected Chairperson or by a resolution of the Trustees.
- 49.5 Voting at Trustee Meetings is to be carried out in accordance with the provisions for General Meetings as set out at clause 38 to clause 42.
- 49.6 For the avoidance of all doubt, General Members are not permitted to attend, vote, or speak at any Trustee Meeting unless invited to do so in accordance with clause 49.7.
- 49.7 The Federal Executive, the Chairperson or Trustees may invite a person to attend and speak at a Trustee Meeting regardless of whether they are or are not a Trustee, a General Member, or a Director of the Party.

50. Calling Trustee Meetings

A Trustee Meeting as contemplated by clause 49.1(b) may only be called by:

- (a) two (2) Trustees;
- (b) two (2) Directors; or
- (c) one (1) Trustee and one (1) Director.

51. Notice of Trustee Meetings

Notice of a Trustee Meeting must be given to:

- (a) each Trustee entitled to vote at the Trustee Meeting or receive notice thereof; and
- (b) each Director (regardless of whether that Director is also a Trustee),

and otherwise in a manner which is consistent with clause 28.

52. Quorum at Trustee Meetings

- 52.1 For the purposes of any Trustee Meeting, a quorum is 75% of all Trustees entitled to vote at a Trustee Meeting.
- 52.2 Except as set out in clause 52.1, the provisions of clause 29 apply when determining whether a quorum is present at a Trustee Meeting and the consequences if this requirement is not satisfied.

Directors and the Federal Executive

53. The Federal Executive

The Party will be governed by a board of Directors known as the Federal Executive which, for the purposes of the Corporations Act, will be the board of the directors.

54. Number of Directors

The Party must have at least five (5) Directors with the maximum allowable being eleven (11).

55. Election and Appointment of Directors

- 55.1 The initial Directors are the people who have agreed to act as Directors and who are appointed as such as at the date of adoption of the Constitution.
- 55.2 Apart from the initial Directors and Directors appointed under clause 55.5, the Trustees may appoint a Director by a first-past-the-post secret ballot held at a Trustee Meeting in accordance with clause 49.1(a).
- 55.3 Each of the Directors must be appointed by a separate resolution, unless:
 - (a) the Trustees present at the Trustee Meeting have first passed a resolution that the appointments may be voted on together; and
 - (b) no votes were cast against that resolution.
- 55.4 A person is eligible for appointment as a Director of the Party if they:
 - (a) support the Objects and the Core Values of the Party;
 - (b) are a General Member or Trustee of the Party;
 - (c) are nominated by two (2) Trustees;
 - (d) are approved by the Federal Executive;
 - (e) give the Party their signed consent to act as a Director of the Party; and
 - (f) are not ineligible to be a Director under the Corporations Act or any Relevant Electoral Act.
- 55.5 The Directors may appoint a person as a Director to fill a Casual Vacancy or as an additional Director if that person:
 - (a) gives the Party their signed consent to act as a Director of the Party; and
 - (b) is not ineligible to be a Director under the Corporations Act or any Relevant Electoral Act,and such person holds office until a Trustee Meeting at which point they must retire but shall be eligible for renomination in accordance with this clause 55.
- 55.6 If the number of Directors is reduced to fewer than five (5) or is less than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to five (5) (or higher if required for a quorum) or calling a Trustee Meeting, but for no other purpose.

56. Election of Chairperson

The Directors must elect a Director as the Party's Elected Chairperson.

57. Term of Office

- 57.1 Other than a Director appointed under clause 55.5, a Director's term of office starts at the end of the Trustee Meeting at which they are elected.
- 57.2 A Director's term of office ends when they cease being a Director in accordance with clause 58 (for all Directors) or clause 57.3 (in the case of a Director appointed under clause 55.5).
- 57.3 The appointment of a Director appointed by the Directors to fill a Casual Vacancy or as an additional Director in accordance with clause 55.5 must be ratified by the Trustees at the next Trustee Meeting. If the appointment is not confirmed, the person ceases to be a Director of the Party as and from the conclusion of that Trustee Meeting.

58. When a Director stops being a Director

A Director stops being a director if they:

- (a) give written notice of his or her resignation as a Director to the Party or the Secretary;
- (b) are convicted of an indictable offence;
- (c) die;
- (d) become mentally incapacitated or their estate is liable to be dealt with under a law relating to mental health;
- (e) become bankrupt or make any arrangement or composition with creditors;
- (f) are removed as a Director by a resolution of the Trustees in accordance with the provisions of this Constitution or the Corporations Act;
- (g) are absent for three (3) consecutive Directors' meetings without approval from the Directors; or
- (h) become ineligible to be a Director of the Party under the Corporations Act or any Relevant Electoral Act.

59. Rights of Directors and Secretaries in relation to General Meetings

- 59.1 In addition to any and all rights which a Director and/or Secretary has under the Corporations Act and this Constitution more generally, a Director and/or Secretary has the right to attend and speak at any General Meeting of the Party.
- 59.2 For the avoidance of doubt, a Director or Secretary of the Party does not have the right to vote on any resolution at any General Meeting of the Party unless that Director or Secretary is also a Member of the Party.

Powers of Directors

60. Powers of Directors

- 60.1 The Directors are responsible for managing and directing the activities of the Party to achieve the Objects set out in clause 6.

- 60.2 The Directors may exercise any and all the powers of the Party except for powers that, under the Corporations Act or this Constitution, may only be exercised by Members.
- 60.3 The Directors must decide on the responsible financial management of the Party including:
 - (a) any suitable written delegations of power under clause 61; and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 60.4 The Directors cannot remove a Director or an Auditor. Directors may only be removed by a Resolution of the Trustees. Auditors may only be removed by a Members' Resolution at a General Meeting.

61. Delegation of Directors' Powers

- 61.1 The Directors may delegate any of their powers and functions to a committee, a Director, an employee of the Party (such as a managing director, executive director, business manager or chief executive officer) or any other person, as they consider appropriate.
- 61.2 The delegation must be recorded in the Party's minute book.
- 61.3 The Directors may revoke a delegation.
- 61.4 The Directors may specify the terms of a particular delegation, including any terms and conditions associated therewith.

62. Payments to Directors

- 62.1 The Party may pay fees to a Director for acting as a Director, unless the Party is a company limited by guarantee prohibited from remunerating Directors in accordance with the Corporations Act or any of the Electoral Acts.
- 62.2 The Party may:
 - (a) pay a Director for work they do for the Party, other than as a Director, if the amount is no more than a reasonable fee for the work done; or
 - (b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Party.
- 62.3 Any payment made under clause 62.2 must be approved by the Directors.
- 62.4 The Party may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this Constitution.

63. Execution of Documents

The Party may execute a document without using a common seal if the document is signed by:

- (a) two (2) Directors of the Party; or
- (b) one (1) Director and one (1) Secretary of the Party.

Duties of Directors

64. Duties of Directors

- 64.1 The Directors must comply with any and all duties imposed on them by law including duties imposed in accordance with the provisions of the Corporations Act and any of the Electoral Acts.
- 64.2 Without limiting clause 64.1, the Directors are responsible for ensuring that the Party complies with all legislation relevant to the management and administration of a political party including the Electoral Act relevant to any jurisdiction in which the Party is registered as a political party.

65. Conflicts of Interest

- 65.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a Circular Resolution):
 - (a) to the other Directors; or
 - (b) if all of the Directors have the same conflict of interest, to the Trustees at the next Trustee Meeting, or at an earlier time if reasonable to do so.
- 65.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- 65.3 Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a Circular Resolution) must not, except as provided under clause 65.4:
 - (a) be present at the meeting while the matter is being discussed; or
 - (b) vote on the matter.
- 65.4 A Director may still be present and vote if:
 - (a) their interest arises because they are a Member of the Party, and the other Members have the same interest;
 - (b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a director of the Party (see clause 87);
 - (c) their interest relates to a payment by the Party under clause 86 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter; or
 - (e) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Party; and

- (ii) decides that those Directors are satisfied that the interest should not stop the Director from voting or being present.

65.5 A general notice that a Director is a director or member of any specified organisation, company or firm and is to be regarded as interested in all subsequent transactions with such organisation, company or firm is sufficient disclosure under this Constitution in relation to any contract, proposed contract or arrangement so made by such organisation, company or firm.

65.6 A Director may hold any other office or place of profit, except that of Auditor, in the Party in conjunction with his or her directorship and may be appointed upon such terms as to remuneration, tenure of office or otherwise as the Federal Executive decides.

Directors' Meetings

66. When the Directors Meet

The Directors may decide how often, where and when they meet.

67. Calling Directors' Meetings

67.1 Any two (2) Directors or the Chairperson alone may call a Directors' meeting by giving not less than five (5) Business Days' notice to all of the other Directors (unless urgent circumstances require shorter notice to be given).

67.2 A Director may give notice in writing or by any other means of communication that has previously been agreed to by all of the Directors.

68. Chairperson for Directors' meetings

68.1 The Elected Chairperson is entitled to chair Directors' meetings.

68.2 The Directors at a Directors' meeting may choose a Director to be the Chairperson for that meeting if the Elected Chairperson is:

- (a) not present within 30 minutes after the starting time set for the meeting; or
- (b) present but is not willing or able to act as Chairperson of the meeting.

69. Quorum at Directors' Meetings

69.1 Unless the Directors determine otherwise, the quorum for a Directors' meeting is more than 50% of the Directors.

69.2 A quorum must be present for the whole Directors' meeting.

70. Validity of Acts of Federal Executive

All acts done by any meeting of the Federal Executive or by any person acting as a Director will be valid even though it subsequently becomes known:

- (a) that there was some defect in the appointment of a person to be a Director; or
- (b) that a person appointed was disqualified.

71. Using Technology to hold Directors' Meetings

- 71.1 The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors.
- 71.2 The Directors' agreement may be a standing (ongoing) one.
- 71.3 A Director may only withdraw their consent within a reasonable period before the meeting.

72. Passing Directors' Resolutions

- 72.1 A meeting of the Directors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Directors under this Constitution.
- 72.2 A Directors' Resolution must be passed by more than 50% of the votes cast by Directors present and entitled to vote on the resolution. Such a decision is for all purposes a decision of the Federal Executive.
- 72.3 In the case where the votes cast on a proposed resolution are equal, the Elected Chairperson has a casting vote and the resolution is decided according to the casting vote.

73. Circular Resolutions of Directors

- 73.1 The Directors may pass a Circular Resolution without a Directors' meeting being held.
- 73.2 A Circular Resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 73.3 or clause 73.4.
- 73.3 Each Director may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 73.4 The Party may send a Circular Resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 73.5 A Circular Resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clause 73.3 or clause 73.4.

Secretary

74. Appointment and Role of Secretary

- 74.1 The Party must have at least one (1) Secretary, who may also be a Director.
- 74.2 A Secretary must be appointed by the Directors (after giving the Party their signed consent to act as Secretary of the Party) and may be removed by the Directors.
- 74.3 The Directors must decide the terms and conditions under which the Secretary is appointed, including any remuneration.
- 74.4 For the avoidance of doubt the Secretary has no right to vote:

- (a) at a meeting of the Directors unless they are also a Director;
- (b) at a General Meeting of the Members unless they are also a Member; or
- (c) at a Trustee Meeting unless they are also a Trustee.

74.5 The role of the Secretary includes:

- (a) maintaining the Party's Register of Members;
- (b) maintaining the minutes and other records of General Meetings (including notices of meetings), Directors' meetings and Circular Resolutions; and
- (c) performing any duties imposed on the Secretary by this Constitution, the Corporations Act, any Electoral Act or the law more generally

Minutes and Records

75. Minutes and Records

75.1 The Party must, within one (1) month, make and keep the following records:

- (a) for each General Meeting:
 - (i) minutes of proceedings and resolutions;
 - (ii) minutes of Circular Resolutions of Members;
 - (iii) a copy of a notice of each General Meeting; and
 - (iv) a copy of a Members' Statement distributed to Members in accordance with clause 36;
- (b) for each Directors' meeting:
 - (i) minutes of proceedings and resolutions of Directors' meetings;
 - (ii) minutes of proceedings and resolution of any committees instituted by the Directors; and
 - (iii) minutes of Circular Resolutions of Directors; and
- (c) for each Trustee Meeting:
 - (i) minutes of proceedings and resolutions of Trustee Meetings;
 - (ii) minutes of Circular Resolutions of Trustees; and
 - (iii) a copy of a notice of each Trustee Meeting.

75.2 The Directors must ensure that minutes of a General Meeting, a Trustee Meeting or a Directors' meeting are signed within a reasonable time after the meeting by:

- (a) the Chairperson of the meeting; or
- (b) the Chairperson of the next meeting.

75.3 The Directors must ensure that minutes of the passing of a Circular Resolution (of Members or Directors) are signed by the Chairperson within a reasonable time after the resolution is passed.

75.4 To allow Members to inspect the Party's records:

- (a) the Party must give a General Member access to the records set out in clause 75.1(a);
- (b) the Party must give a Trustee access to the records set out in clause 75.1(a) and clause 75.1(c); and
- (c) notwithstanding paragraph (a) and paragraph (b) the Directors may authorise a General Member or a Trustee to inspect any other records of the Party, including those records referred to in clause 75.1 and clause 76.1.

76. Financial and Related Records

76.1 The Party must make and keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance; and
- (b) enable true and fair financial statements to be prepared and to be audited if required under the Corporations Act.

76.2 The Party must also keep written records that correctly record its operations.

76.3 The Party must retain its records for at least seven (7) years or such longer time as required by law or by resolution of the Members.

76.4 The Directors must take reasonable steps to ensure that the Party's records are kept safe.

77. Annual Financial Reporting to Members

The Party must report to Members for a financial year by either:

- (a) sending the Members copies of:
 - (i) the financial report for the year;
 - (ii) the Directors' report for the year; and
 - (iii) the Auditor's report on the financial report; or
- (b) sending the Members a concise report for the year that complies with the Corporations Act,

using any of the methods referred to in clause 82.

78. General Bank Account

78.1 The Federal Executive shall cause to be opened with such bank as the Federal Executive selects a bank account in the name of the Party into which all moneys received shall be paid as soon as possible after receipt thereof.

78.2 The Federal Executive is responsible for ensuring that all receipts and payments are processed as required by Law and good management practices but may, subject to the approval of the Auditor, adopt such methods of receipts, payments and practices as it sees fit.

By-laws

79. By-laws

79.1 The Directors may pass a resolution to make by-laws for the good governance of the Party and to give effect to this Constitution and may revoke, alter or vary such by-laws from time to time as they see fit.

79.2 Members and Directors must comply with any such by-laws as if they were part of this Constitution.

79.3 The Directors may not make by-laws that limit the Trustees' rights or powers.

79.4 The Directors may pass by-laws for the selection and endorsement of a Candidate or Candidates for election to any federal, state, territory, or local government in Australia so long as those by-laws are consistent with clause 11.

79.5 The Directors, as they see fit, may implement and remove through by-laws at State, Territory, and local levels:

- (a) executives;
- (b) councils; and
- (c) support groups,

for the expansion and good governance of the Party.

Notice

80. What is Notice

Anything written to or from the Party under any clause in this Constitution is written notice and is subject to clauses 81 to 83, unless specified otherwise.

81. Notice to the Party

Written notice or any communication under this Constitution may be given to the Party, the Directors or the Secretary by:

- (a) delivering it to the Party's Registered Office;
- (b) posting it to the Party's Registered Office or to another address chosen by the Party for notice to be provided; or
- (c) sending it to an email address or other electronic address notified by the Party to the Members as the Party's email address or other electronic address.

82. Notice to Members

82.1 Written notice or any communication under this Constitution may be given to a Member:

- (a) in person;
- (b) by posting it to, or leaving it at the address of, the Member in the Register of Members or an alternative address (if any) nominated by the Member for service of notices;
- (c) by sending it to the email or other electronic address nominated by the Member as an alternative address for service of notices (if any); or
- (d) if agreed to by the Member, by notifying the Member at an email or other electronic address nominated by the Member, that the notice is available at a specified place or address (including an electronic address).

82.2 If the Party does not have an address for the Member, the Party is not required to give notice in person.

83. When Notice is taken to be Given

A notice:

- (a) delivered in person or left at the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email or other electronic method, is taken to be given on the business day after it is sent; and
- (d) given under clause 82.1(d) is taken to be given on the business day after the notification that the notice is available is sent.

84. Irregularity Does Not Invalidate Meeting

The accidental omission to give notice of the meeting or the non-receipt by a Member of a notice of meeting does not invalidate the proceedings at any meeting of the Party.

Financial Year

85. Party's Financial Year

The Party's financial year is from 1 July to 30 June, unless the Directors pass a resolution to change the financial year.

Indemnity, Insurance and Access

86. Indemnity

86.1 To the extent permitted by the Corporations Act and the Electoral Acts (as applicable), the Party indemnifies each Officer of the Party out of the assets of the Party, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an Officer of the Party.

86.2 In this clause, 'Officer' means a Director or Secretary and includes a Director or Secretary after they have ceased to hold that office.

86.3 In this clause, 'to the relevant extent' means:

- (a) to the extent that the Party is not precluded by law (including the Corporations Act and the Electoral Acts) from doing so; and
- (b) for the amount that the Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

86.4 The indemnity is a continuing obligation and is enforceable by an Officer even though that person is no longer an Officer of the Party.

87. Insurance

To the extent permitted by law (including the Corporations Act), and if the Directors consider it appropriate, the Party may pay or agree to pay a premium for a contract insuring a person who is or has been an Officer of the Party against any liability incurred by the person as an Officer of the Party.

88. Directors' Access to Documents

88.1 A Director has a right of access to the financial records of the Party at all reasonable times.

88.2 If the Directors agree, the Party must give a Director or former Director access to:

- (a) certain documents, including documents provided for or available to the Directors; and
- (b) any other documents referred to in those documents which are in the control or possession of the Party.

Winding up

89. Distribution of Surplus Assets

89.1 Subject to the Corporations Act and any other applicable Act, and any court order, any Surplus Assets that remain after the Party is wound up must be distributed to one or more not-for-profit organisations:

- (a) with Objects similar to, or inclusive of, the Objects of the Party set out in clause 6; and
- (b) which also prohibit the distribution of any Surplus Assets to its Directors and Members to at least the same extent as the Party.

89.2 The decision as to the organisation or organisations to be given the Surplus Assets must be made by a Special Resolution of Members at or before the time of winding up. If the Members do not make this decision or pass such a Special Resolution, the Party may apply to the Supreme Court to make this decision.

Definitions and interpretation

90. Definitions

In this Constitution, unless the context otherwise requires:

Audit includes a review if permitted by the Corporations Act;

Auditor includes a reviewer if permitted by the Corporations Act;

Casual Vacancy means a vacancy in an office of Director as the result of:

- (a) resignation by a Director other than at an Annual Trustee Meeting; or
- (b) disciplinary proceedings;

Constitution means those rules for the operation of the Party set forth in this Constitution and as amended, modified or supplemented from time to time;

Core Values means the statement of core values of the Party as adopted or amended from time to time;

Corporations Act means the *Corporations Act 2001* (Cth);

Director means a person named as a Director upon the adoption of the Constitution or a person who is thereafter elected or re-elected to the Federal Executive;

Disqualifying Electoral Offence means a disqualifying electoral offence or other analogous term as described by any statutory provision relevant to the prospective Member's electorate;

Elected Chairperson means a person elected by the Directors to be the Party's Chairperson under clause 56;

Electoral Act means any one of more of the following (as applicable):

- (a) *Commonwealth Electoral Act 1918* (Cth);
- (b) *Electoral Act 1992* (Qld);
- (c) *Electoral Act 2017* (NSW);
- (d) *Electoral Act 2002* (Vic);
- (e) *Electoral Act 1985* (SA);
- (f) *Electoral Act 1907* (WA);
- (g) *Electoral Act 2004* (Tas);
- (h) *Electoral Act 1992* (ACT); or
- (i) *Electoral Act 2004* (NT),

and **Electoral Acts** means all of them collectively and **Relevant Electoral Acts** (insofar as it relates to a person) means the *Commonwealth Electoral Act 1918* (Cth) and the Electoral Act relevant to the State or Territory in which that person resides;

Federal Executive means the Federal Executive comprised of the Directors of the Party which, for the purposes of the Corporations Act, will be the Board of Directors;

General Meeting means a meeting of Members and includes the Annual General Meeting, under clause 27.1 and any Special General Meeting;

General Member means the Initial Members who are admitted to the class of General Member and any person who is admitted to the class of General Member of the Party in accordance with the provisions of this Constitution;

Initial Member means a person who is a Member of the Party as at the date of adoption of this Constitution;

Member means any member of the Party regardless of class (unless the context otherwise requires);

Member Present means, in connection with a General Meeting, a Member present in person or by proxy at the venue or venues for the meeting;

Objects means the objects of the Party set out in clause 6 of this Constitution;

Party means the company referred to in clause 1;

Special Resolution means a resolution:

- (a) of which notice has been given under clause 28.5(c); and
- (a) that has been passed by at least 75% of the votes cast by Members Present and entitled to vote on the resolution;

Surplus Assets means any assets of the Party that remain after paying all debts and other liabilities of the Party, including the costs of winding up;

Trustee means a person named as a Trustee Member upon the adoption of this Constitution and any person who is admitted as a Trustee Member of the Party in accordance with the provisions of this Constitution; and

Trustee Meeting means a meeting of the Trustees held in accordance with clause 49.

91. Reading this Constitution with the Corporations Act

- 91.1 The replaceable rules set out in the Corporations Act do not apply to the Party.
- 91.2 The Corporations Act overrides any clauses in this Constitution which are inconsistent with that Act to the extent of the inconsistency.
- 91.3 A word or expression that is defined in the Corporations Act or used in that Act and covering the same subject, has the same meaning in this Constitution.

92. Interpretation

In this Constitution:

- (a) words importing any gender include any other gender;
- (b) singular words include the plural and vice versa;
- (c) an expression used in a particular part or division of the law that is given by that part or division a special meaning for the purpose of that part or division has, in any part of this Constitution that deals with the matter dealt with by that part or division, unless the contrary intention appears, the same meaning as in that part or division of the law;

- (d) headings and the table of contents are inserted for convenience only and are to be disregarded in the interpretation of this Constitution;
- (e) a reference to dollars (\$) is a reference to Australian dollars, unless otherwise expressly stated;
- (f) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression; and
- (g) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).