

# **CONSTITUTION**

**Australian Equality Party**

## AGREEMENT

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## CONSTITUTION OF THE AUSTRALIAN EQUALITY PARTY

### 1. PURPOSE OF PARTY

The purpose of the Australian Equality Party is to provide gay, lesbian, bisexual, transgender, intersex and queer (**LGBTIQ**) people and their families with a political voice.

### 2. DEFINITIONS

In this Agreement unless the context otherwise permits or requires the following words and expressions shall have the following meanings:

<b>Committee</b>	means the executive of the Party elected in accordance with this Constitution
<b>Constitution</b>	means the constitution of the Party as set out in these Rules, as amended from time to time in accordance with its terms
<b>Electoral Act</b>	means the <i>Commonwealth Electoral Act 1918</i> (Cth)
<b>Member</b>	means a Member in good standing of the Party, provided that if there is any dispute as to whether a person is a Member, the matter will be determined by the Committee in its sole discretion
<b>Party</b>	means the party constituted by this Constitution
<b>Rules</b>	means these rules as varied from time to time
<b>Secretary</b>	means the person elected to the position of secretary in accordance with <b>Rule 13</b> who shall constitute the Secretary of the party within the meaning of section 123 of the Electoral Act

### 3. APPLICATION OF ELECTORAL ACT

The Electoral Act applies to this Constitution as if it were an instrument made pursuant to the Electoral Act.

### 4. NAME OF PARTY

The name of the Party is the Australian Equality Party.

### 5. AIMS

The aims of the Party are to:

- (a) achieve marriage equality for all Australians regardless of sexual orientation or gender identity;

- (b) work towards an Australia free of discrimination against gay, lesbian, bisexual, transgender, intersex and queer (**LGBTIQ**) people and their families;
- (c) act as a voice for LGBTIQ people in local, state and federal politics in Australia;
- (d) provide a human rights approach to political discourse for the benefit of all Australians; and
- (e) seek the election or appointment to public office in local Councils and State, Territory and Commonwealth Parliaments of people who are committed to the Party's principles, policies and objectives.

## **6. FINANCIAL YEAR**

The financial year of the Party will be each period of twelve (12) months commencing on 1 July and ending on the 30 June next following, provided that the first financial year of the Party will commence on the date of registration of the Party as party within the meaning of the Electoral Act and end on the 30 June next following.

## **7. POWERS OF THE PARTY**

### **7.1 Power to Do All Things**

Other than as proscribed by the Constitution or the Electoral Act, the Party has the power to do all things incidental or conducive to achieve its purposes.

### **7.2 Specific Powers**

Without limiting the generality of **Rule 7.1**, the Party 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 any terms and in any manner as it thinks fit;
- (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.

### **7.3 Party may only Act for Purpose**

The Party may only exercise its powers and use its income and assets (including any surplus) for its purposes as set out in this Constitution.

## **8. NOT FOR PROFIT ORGANISATION**

The Party must not distribute any surplus, income or assets directly or indirectly to its Members, provided that this does not prevent the Party from paying a Member:

- (a) reimbursement for expenses properly incurred by the Member; or
- (b) for goods or services provided by the Member

if this is done in good faith on terms no more favourable than if the Member was not a Member.

## **9. MEMBERSHIP**

### **9.1 Qualifications**

A person is eligible for Membership in the Party if:

- (a) the person is a natural person of not less than fifteen (15) years of age and has not ceased to be a Member of the Party at any time after registration of the Party under the Electoral Act; or
- (b) the person:
  - (i) is listed on the Commonwealth Electoral Roll;
  - (ii) is not a member of another registered political party; and
  - (iii) applies for membership of the Party in accordance with **Rule 9.4**.

### **9.2 Categories of Membership**

Unless otherwise determined by the Members by Special Resolution, the Party will have only one category of Membership.

### **9.3 Register of Members**

The Secretary shall maintain a register setting out the following information in respect of each Member:

- (a) his or her full name and postal address;
- (b) the date on which he or she became a Member; and
- (c) such other information as is determined by the Committee from time to time.

**(Register of Members).**

#### 9.4 **Application for Membership**

A person wishing to join the Party must:

- (a) complete an application form substantially in the form determined from time to time by the Committee, which form must set out the applicant's:
  - (i) full name as shown on the Commonwealth Electoral Roll;
  - (ii) residential address as shown on the Commonwealth Electoral Roll;
  - (iii) date of birth; and
  - (iv) willingness to be bound by the terms of this Constitution,
 which form is to be provided to the Secretary; and
- (b) pay the membership fee in such amount and to such person as is determined from time to time by the Committee

collectively, an **Application for Membership**.

#### 9.5 **Acceptance and Admission as Member**

- (a) On receipt of an Application for Membership, the Secretary will:
  - (i) determine whether the Application for Membership should be accepted; and
  - (ii) on acceptance of the Application for Membership, enter the person's name in the Register of Members.
- (b) An application for Membership may be rejected by the Committee in its sole discretion and with no requirement for reasons to be given.

#### 9.6 **Membership Not Transferable**

The rights and privileges attaching to membership in the Party:

- (a) are personal to the Member;
- (b) cannot be transferred or transmitted to another person; and
- (c) cease on the termination of the Member's membership in the Party.

#### 9.7 **Termination of Membership**

- (a) A person ceases to be a Member of the Party immediately upon the occurrence of any one or more of the following events:
  - (i) the death of the Member;
  - (ii) the person resigns as a Member in accordance with **Rule 9.9**;

- (iii) the person is expelled from the Party in accordance with **Rule 11**;  
or
- (iv) the person fails to renew his or her membership in accordance with the terms and conditions imposed from time to time by the Committee, including the payment of any annual membership fee set by the Committee, provided that:
  - (A) if a Member fails to pay his or her annual membership fee by the date set by the Committee, the Committee may, in its sole discretion:
    - (1) allow the Member to pay the membership fee at a later date; or
    - (2) waive the membership fee.
- (b) On termination of a person's Membership for any reason, the Secretary must note the date of termination in the Register of Members no later than fourteen (14) days after the date on which such termination occurred.

#### 9.8 **Membership Fee**

- (a) The quantum of any membership fee will be set by the Committee in its sole discretion from time to time.
- (b) The Committee may in its sole discretion provide for variable membership fees.
- (c) The membership fee in respect of any Member or category of Members may be nil (\$0).
- (d) An annual membership fee is payable by each Member.
- (e) The annual membership fee is payable in respect of each full year of membership on or before 1 July or such other date as is determined by the Committee from time to time.

#### 9.9 **Resignation of Membership**

- (a) A Member may resign his or her membership at any time by giving not less than one month's notice in writing to the Secretary. A Member is not required to provide any reason for his or her resignation.
- (b) On receipt of a resignation, the Secretary will no later than fourteen (14) days after the date of receipt of such resignation, make an appropriate entry in the register of Members setting out the date of resignation and removing that person from the Register of Members.
- (c) For the avoidance of doubt, notwithstanding the date upon which a notice of resignation is received in accordance with **Rule 9.9(a)**, no membership fees will be refundable to the resigning member.



## 10. MEMBERS' LIABILITIES

The liability of a Member to contribute towards the payment of the debts and liabilities of the Party or the costs, charges and expenses of the winding up of the Party is limited to the amount (if any) unpaid but due and payable by the Member in accordance with **Rule 9.8**.

## 11. DISCIPLINING OF MEMBERS

### 11.1 Disciplining of Members

The Party may take disciplinary action against a Member in accordance with this Rule if it is determined that the Member:

- (a) has failed to comply with these Rules;
- (b) refuses to support the purposes of the Party; or
- (c) has engaged in conduct prejudicial to the Party.

### 11.2 Disciplinary Subcommittee

- (a) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member.
- (b) The Members of the disciplinary subcommittee:
  - (i) may be Committee Members, Members of the Party or anyone else; but
  - (ii) must not be biased against, or in favour of, the Member concerned.

### 11.3 Notice to Member

- (a) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:
  - (i) stating that the Party proposes to take disciplinary action against the Member;
  - (ii) stating the grounds for the proposed disciplinary action;
  - (iii) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**);
  - (iv) advising the Member that he or she may do one or both of the following:

- (A) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
  - (B) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (v) setting out the Member's appeal rights under **Rule 11.6**.
- (b) A notice given under this Rule must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

#### 11.4 **Conduct of Disciplinary Meeting**

At the disciplinary meeting, the disciplinary subcommittee must:

- (a) give the Member an opportunity to be heard; and
- (b) consider any written statement submitted by the Member.

#### 11.5 **Actions which may be Taken**

- (a) After complying with **Rule 11.4**, the disciplinary subcommittee may:
  - (i) take no further action against the Member;
  - (ii) reprimand the Member;
  - (iii) suspend the Membership rights of the Member for a specified period; or
  - (iv) expel the Member from the Party.
- (b) Notwithstanding any other provision of these Rules, the disciplinary subcommittee may not fine the Member.
- (c) The suspension of Membership rights or the expulsion of a Member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

#### 11.6 **Appeal Rights**

- (a) A person whose Membership rights have been suspended or who has been expelled from the Party under **Rule 11.5** may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (b) A notice given pursuant to **Rule 11.6(a)** must be in writing and must be delivered:
  - (i) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken (the **relevant vote**); or
  - (ii) to the Secretary not later than 48 hours after the relevant vote.

- (c) If a person has given notice under **Rule 11.6(a)**, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days after the notice is received.
- (d) Notice of the disciplinary appeal meeting must be given to each Member of the Party who is entitled to vote as soon as practicable and must:
  - (i) specify the date, time and place of the meeting; and
  - (ii) state:
    - (A) the name of the person against whom the disciplinary action has been taken;
    - (B) the grounds for taking that action; and
    - (C) that at the disciplinary appeal meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

#### 11.7 **Conduct of Disciplinary Appeal Meeting**

- (a) At a disciplinary appeal meeting:
  - (i) no business other than the question of the appeal may be conducted;
  - (ii) the Committee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
  - (iii) the person whose Membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (b) After complying with **Rule 11.7(a)**, the Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (c) A Member may not vote by proxy at the meeting.
- (d) The decision is upheld if not less than three quarters of the Members voting at the meeting vote in favour of the decision.

## 12. **GRIEVANCE PROCEDURE**

### 12.1 **Disputes to Which this Rule Applies**

- (a) The grievance procedure set out in this Division applies to disputes under these Rules between:
  - (i) a Member and another Member;

- (ii) a Member and the Committee; and/or
  - (iii) a Member and the Party.
- (b) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

## 12.2 Resolution of Dispute at First Instance

The parties to a dispute must negotiate in good faith to attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

## 12.3 Appointment of Mediator

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by **Rule 12.1**, the parties must within 10 days:
- (i) notify the Committee of the dispute;
  - (ii) agree to or request the appointment of a mediator; and
  - (iii) attempt in good faith to settle the dispute by mediation.
- (b) The mediator must be:
- (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:
    - (A) if the dispute is between a Member and another Member, a person appointed by the Committee; or
    - (B) if the dispute is between a Member and the Committee or the Party, a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (c) A mediator appointed by the Committee may be a Member or former Member of the Party but in any case must not be a person who:
- (i) has a personal interest in the dispute; or
  - (ii) is biased in favour of or against any party.

## 12.4 Mediation Process

- (a) In conducting the mediation, the mediator must:
- (i) give each party every opportunity to be heard;

- (ii) allow due consideration by all parties of any written statement submitted by any party; and
- (iii) ensure that natural justice is accorded to the parties throughout the mediation process.

(b) The mediator must not determine the dispute.

#### 12.5 **Failure to Resolve Dispute by Mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute at law.

### 13. **COMMITTEE**

#### 13.1 **Role and Powers of Committee**

- (a) The business of the Party will be conducted by the Committee.
- (b) The Committee may exercise all the powers of the Party other than those powers that this Constitution or the Partys Act require to be exercised at a General Meeting of the Party.
- (c) The Committee may
  - (i) appoint and remove staff; and
  - (ii) establish subcommittees consisting of Members with terms of reference it considers appropriate.

#### 13.2 **Delegation**

- (a) The Committee may delegate to a Member of the Committee, a subcommittee or staff, any of its powers and functions other than:
  - (i) this power of delegation; or
  - (ii) a duty imposed on the Committee by the Electoral Act or any other law.
- (b) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (c) The Committee may, in writing, revoke a delegation wholly or in part.

#### 13.3 **Composition of Committee**

The Committee will comprise the following positions:

- (a) Convenor;
- (b) Deputy Convenor;

- (c) Secretary;
- (d) Treasurer; and
- (e) two (2) Members at large or such other number as is determined by the Committee in accordance with the Constitution.

#### 13.4 **Convenor and Deputy Convenor**

- (a) Subject to **Rule 13.4(b)**, the Convenor or, in the Convenor's absence, the Deputy Convenor is the Chairperson for any general meetings and for any Committee meetings.
- (b) If the Convenor and the Deputy Convenor are both absent, or are unable to preside, the Chairperson of the meeting will be:
  - (i) in the case of a general meeting, a Member elected by the other Members present; or
  - (ii) in the case of a Committee meeting, a Committee Member elected by the other Committee Members present.

#### 13.5 **Secretary**

- (a) The Secretary will be responsible for:
  - (i) the carrying out of the administration of; and
  - (ii) the conduct of all correspondence by

the Party.
- (b) Without limiting the generality of **Rule 13.5(a)**, the Secretary will be responsible for the following matters:
  - (i) giving notification of all meetings of the Committee and the Party as required;
  - (ii) preparing the agenda of meetings, tabling all correspondence and recording the attendance of all persons present at meetings of the Committee and the Party;
  - (iii) ensuring that minutes are kept of all meetings of the Committee and the Party and that such minutes are circulated;
  - (iv) maintaining and keeping custody of all books, documents, records and registers of the Party; and
  - (v) such other duties as are set out in the Constitution or which the Committee may determine from time to time.

### 13.6 **Treasurer**

- (a) The Treasurer must:
  - (i) receive all moneys paid to or received by the Party and issue receipts for those moneys in the name of the Party;
  - (ii) ensure that all moneys received are paid into the account of the Party within five (5) working days after receipt;
  - (iii) make any payments authorised by the Committee or by a general meeting of the Party from the Party's funds; and
  - (iv) ensure cheques are signed by at least two Committee Members.
- (b) The Treasurer must:
  - (i) ensure that the financial records of the Party are kept in accordance with all relevant legislation; and
  - (ii) co-ordinate the preparation of the financial statements of the Party and their certification by the Committee prior to their submission to the annual general meeting of the Party.
- (c) The Treasurer must ensure that at least one other Committee Member has access to the accounts and financial records of the Party.

### 13.7 **Original Committee**

- (a) Notwithstanding any other provision of this Constitution, the Original Committee of the Party will comprise those persons nominated and elected to such positions.
- (b) The Original Committee may exercise all powers afforded to the Committee until the first election of the Committee conducted in accordance with **Rule 13.8**.

### 13.8 **Who is Eligible to be a Committee Member**

A Member is eligible to be elected or appointed as a Committee Member if the Member:

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

### 13.9 **Positions to be Declared Vacant**

- (a) This Rule applies to:
  - (i) the first annual general meeting of the Party after its establishment; and

- (ii) any subsequent annual general meeting of the Party, after the annual report and financial statements of the Party have been received.
- (b) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with this **Rule 13**.

#### 13.10 **Nominations**

- (a) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (b) An eligible Member of the Party may:
  - (i) nominate himself or herself; or
  - (ii) with the Member's consent, be nominated by another Member.
- (c) A Member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

#### 13.11 **Election of Committee Office Bearers**

- (a) At the annual general meeting, separate elections must be held for each of the positions on the Committee set out in **Rule 13.1** other than the Members at large.
- (b) If only one Member is nominated for the position, the Chairperson of the meeting must declare the Member elected to the position.
- (c) If more than one Member is nominated, a ballot must be held in accordance with **Rule 13.13**.
- (d) On his or her election, the new Convenor may take over as Chairperson of the meeting.

#### 13.12 **Election of Members at Large**

- (a) A single election will be held to fill all of the Members at large positions on the Committee.
- (b) If the number of Members nominated for the position of Members at large is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those Members to be elected to the position.
- (c) If the number of Members nominated exceeds the number to be elected, a ballot must be held in accordance with **Rule 13.13**.

#### 13.13 **Conduct of Ballot**



- (a) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a Member to act as returning officer to conduct the ballot.
- (b) The returning officer must not be a Member nominated for the position.
- (c) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (d) The election must be by secret ballot.
- (e) The returning officer must give a blank piece of paper to:
  - (i) each Member present in person; and
  - (ii) each proxy appointed by a Member.
- (f) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (g) If the ballot is for more than one position, the voter must write on the ballot paper the name of each candidate for whom they wish to vote and the voter must not write the names of more candidates than the number to be elected. Ballot papers that do not comply with this Rule are not to be counted.
- (h) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (i) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (j) If two or more candidates received the same number of votes, the returning officer must:
  - (i) conduct a further election for the position in accordance with these Rules to decide which of those candidates is to be elected; or
  - (ii) with the agreement of those candidates, decide by lot which of them is to be elected.

#### 13.14 **Term of Office**

- (a) Subject to **Rules 13.14(b)** and **13.14(c)**, a Committee Member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (b) A Committee Member may be re-elected.
- (c) A general meeting of the Party may:

- (i) by Special Resolution remove a Committee Member from office; and
  - (ii) elect an eligible Member of the Party to fill the vacant position in accordance with **Rule 13.16**.
- (d) A Member who is the subject of a proposed Special Resolution under **Rule 13.14(c)(i)** may make representations in writing to the Secretary or the Convenor (which representations may not exceed a reasonable length) and may request that the representations be provided to the Members of the Party.
- (e) The Secretary or the Convenor may give a copy of the representations to each Member of the Party or, if they are not so given, the Member may require that they be read out at the meeting at which the Special Resolution is to be proposed.

**13.15 Vacation of Office**

- (a) A Committee Member may resign from the Committee by written notice addressed to the Committee.
- (b) A person automatically ceases to be a Member of the Committee if he or she:
  - (i) ceases to be a Member of the Party; or
  - (ii) fails to attend three (3) consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under **Rule 13.27**.

**13.16 Filling Casual Vacancies**

- (a) The Committee may appoint an eligible Member of the Party to fill a position on the Committee that:
  - (i) has become vacant under **Rule 13.15**; or
  - (ii) was not filled by election at the last annual general meeting.
- (b) If the position of Secretary becomes vacant, the Committee must appoint a Member to the position within 14 days after the vacancy arises.
- (c) The Committee may continue to act despite any vacancy in its Membership.

**13.17 Exercise of Powers by the Committee**

- (a) As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with these Rules and the Electoral Act.

- (b) The Committee is collectively responsible for ensuring that the Party complies with the Electoral Act and that individual Members of the Committee comply with these Rules.
- (c) Committee Members must exercise their powers and discharge their duties:
  - (i) with reasonable care and diligence;
  - (ii) in good faith in the best interests of the Party; and
  - (iii) for a proper purpose.
- (d) Committee Members and former Committee Members must not make improper use of:
  - (i) their position; or
  - (ii) information acquired by virtue of holding their position

so as to gain an advantage for themselves or any other person or to cause detriment to the Party.
- (e) In addition to any duties imposed by these Rules, a Committee Member must perform any other duties imposed from time to time by resolution at a general meeting.

**13.18 Meetings of the Committee**

- (a) The Committee must meet at least four (4) times in each year at the dates, times and places determined by the Committee.
- (b) The date, time and place of the first Committee meeting must be determined by the Members of the Committee as soon as practicable after the annual general meeting of the Party at which the Members of the Committee were elected.
- (c) Special Committee meetings may be convened by the Convenor or by any four (4) Members of the Committee.

**13.19 Notice of Meetings**

- (a) Notice of each Committee meeting must be given to each Committee Member no later than seven (7) days before the date of the meeting.
- (b) Notice may be given of more than one Committee meeting at the same time. The notice must state the date, time and place of the meeting.
- (c) If a special Committee meeting is convened, the notice must include the general nature of the business to be conducted.

- (d) The only business that may be conducted at the meeting is the business for which the meeting is convened.

13.20 **Urgent Meetings**

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with **Rule 13.19** provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.
- (b) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

13.21 **Procedure and Order of Business**

- (a) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (b) The order of business may be determined by the Members present at the meeting.

13.22 **Use of Technology**

- (a) A Committee Member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee Member and the Committee Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Part, a Committee Member participating in a Committee meeting as permitted under this Rule is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

13.23 **Quorum**

- (a) No business may be conducted at a Committee meeting unless a quorum is present.
- (b) The quorum for a Committee meeting is the presence (in person or as allowed under these Rules) of a majority of the Committee Members holding office.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting, then:
  - (i) in the case of a special meeting, the meeting lapses; or
  - (ii) in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time,

date and place to which the meeting is adjourned must be given in accordance with **Rule 13.19**.

13.24 **Voting**

- (a) On any question arising at a Committee meeting, each Committee Member present at the meeting has one vote.
- (b) A motion is carried if a majority of Committee Members present at the meeting vote in favour of the motion.
- (c) **Rule 13.24(b)** does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (d) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (e) Voting by proxy is not permitted.

13.25 **Conflict of Interest**

- (a) A Committee Member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- (b) The Member:
  - (i) must not be present while the matter is being considered at the meeting; and
  - (ii) must not vote on the matter.
- (c) This Rule does not apply to a material personal interest:
  - (i) that exists only because the Member belongs to a class of persons for whose benefit the Party is established; or
  - (ii) that the Member has in common with all, or a substantial proportion of, the Members of the Party.

13.26 **Minutes of Meeting**

- (a) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (b) The minutes must record the following:
  - (i) the names of the Members in attendance at the meeting; the business considered at the meeting;
  - (ii) any resolution on which a vote is taken and the result of the vote; and

- (iii) any material personal interest disclosed under **Rule 13.25**.

#### 13.27 **Leave of Absence**

- (a) The Committee may grant a Committee Member leave of absence from Committee meetings for a period not exceeding three (3) months.
- (b) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

### 14. **MEETINGS OF THE PARTY**

#### 14.1 **Annual General Meetings**

- (a) The Committee must convene an annual general meeting of the Party to be held within five (5) months after the end of each financial year.
- (b) Despite **Rule 14.1(a)**, the Party may hold its first annual general meeting at any time within 18 months after its registration as a party in accordance with the Electoral Act.
- (c) The Committee may determine the date, time and place of the annual general meeting.
- (d) The ordinary business of the annual general meeting is as follows:
  - (i) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (ii) to receive and consider:
    - (A) the annual report of the Committee on the activities of the Party during the preceding financial year; and
    - (B) the financial statements of the Party for the preceding financial year submitted by the Committee in accordance with **Rule 15.4**;
  - (iii) to elect the Members of the Committee;
  - (iv) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (e) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

#### 14.2 **Special General Meetings**

- (a) Any general meeting of the Party, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (b) The Committee may convene a special general meeting whenever it thinks fit.
- (c) No business other than that set out in the notice under **Rule 14.4** may be conducted at the meeting.

#### 14.3 **Special General Meeting held at Request of Members**

- (a) The Committee must convene a special general meeting if a request to do so is made in accordance with **Rule 14.3(b)** by at least 10% of the total number of Members.
- (b) A request for a special general meeting must
  - (i) be in writing;
  - (ii) state the business to be considered at the meeting and any resolutions to be proposed;
  - (iii) include the names and signatures of the Members requesting the meeting; and
  - (iv) be given to the Secretary.
- (c) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the special general meeting.
- (d) A special general meeting convened by Members under this **Rule 14:**
  - (i) must be held within 3 months after the date on which the original request was made; and
  - (ii) may only consider the business stated in that request.
- (e) The Party must reimburse all reasonable expenses incurred by the Members convening a special general meeting under **Rule 14.3(c)**.

#### 14.4 **Notice of General Meetings**

- (a) The Secretary (or, in the case of a special general meeting convened under **Rule 14.3(c)**, the Members convening the meeting) must give to each Member of the Party:
  - (i) at least 21 days' notice of a general meeting if a Special Resolution is to be proposed at the meeting; or
  - (ii) at least 14 days' notice of a general meeting in any other case.

- (b) The notice must:
  - (i) specify the date, time and place of the meeting;
  - (ii) indicate the general nature of each item of business to be considered at the meeting;
  - (iii) if a Special Resolution is to be proposed
    - (A) state in full the proposed resolution; and
    - (B) state the intention to propose the resolution as a Special Resolution; and
  - (iv) comply with **Rule 14.5(e)**.
- (c) This Rule does not apply to a disciplinary appeal meeting.

#### 14.5 Proxies

- (a) A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (b) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (c) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- (d) If the Committee has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- (e) Notice of a general meeting given to a Member under **Rule 14.4** must:
  - (i) state that the Member may appoint another Member as a proxy for the meeting; and
  - (ii) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (f) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (g) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Party no later than 24 hours before the commencement of the meeting.



#### 14.6 Use of Technology

- (a) A Member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this **Rule 14**, a Member participating in a general meeting as permitted under **Rule 14.6(a)** is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

#### 14.7 Quorum at General Meetings

- (a) No business may be conducted at a general meeting unless a quorum of Members is present.
- (b) The quorum for a general meeting is the presence (physically, by proxy or as allowed under this **Rule 14**) of 10% of the Members entitled to vote.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
  - (i) in the case of a meeting convened by, or at the request of, the meeting must be dissolved; and
  - (ii) in any other case
    - (A) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (B) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- (d) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under this **Rule 14**, the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

#### 14.8 Adjournment of General Meeting

- (a) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) Without limiting **Rule 14.8(a)**, a meeting may be adjourned:
  - (i) if there is insufficient time to deal with the business at hand; or
  - (ii) to give the Members more time to consider an item of business.

- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with **Rule 14.4**.

#### 14.9 **Voting at General Meeting**

- (a) On any question arising at a general meeting:
  - (i) subject to **Rule 14.9(c)**, each Member who is entitled to vote has one vote; and
  - (ii) Members may vote personally or by proxy; and
  - (iii) except in the case of a Special Resolution, the question must be decided on a majority of votes.
- (b) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (c) If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.
- (d) This rule does not apply to a vote at a disciplinary appeal meeting conducted under **Rule 11.7**.

#### 14.10 **Special Resolutions**

- (a) A Special Resolution is passed if not less than three quarters of the Members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.
- (b) In addition to any matters specified in these Rules as requiring a Special Resolution, a Special Resolution is required
  - (i) to remove a Committee Member from office; and
  - (ii) to alter these Rules, including changing the name or any of the purposes of the Party.

#### 14.11 **Determining whether Resolution Carried**

- (a) Subject to **Rule 14.11(b)**, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
  - (i) carried;
  - (ii) carried unanimously;

- (iii) carried by a particular majority; or
- (iv) lost

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (b) If a poll (where votes are cast in writing) is demanded by three or more Members on any question:
  - (i) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (ii) the Chairperson must declare the result of the resolution on the basis of the poll.
- (c) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (d) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### 14.12 **Minutes of General Meeting**

- (a) The Committee must ensure that minutes are taken and kept of each general meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each annual general meeting must include:
  - (i) the names of the Members attending the meeting;
  - (ii) proxy forms given to the Chairperson of the meeting;
  - (iii) the financial statements submitted to the Members in accordance with this **Rule 14**; and
  - (iv) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required by law.

## 15. **FINANCIAL MATTERS**

### 15.1 **Source of Funds**

The funds of the Party may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

### 15.2 **Management of Funds**

- (a) The Party must open an account with a financial institution from which all expenditure of the Party is made and into which all of the Party's revenue is deposited.
- (b) Subject to any restrictions imposed by a general meeting of the Party, the Committee may approve expenditure on behalf of the Party. The Committee may authorise the Treasurer to expend funds on behalf of the Party (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) Committee Members.
- (d) All funds of the Party must be deposited into the financial account of the Party no later than five (5) working days after receipt.
- (e) 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.

### 15.3 **Financial Records**

- (a) The Party must keep financial records that:
  - (i) correctly record and explain its transactions, financial position and performance; and
  - (ii) enable financial statements to be prepared as required.
- (b) The Party must retain the financial records for seven (7) years after the transactions covered by the records are completed.
- (c) The Treasurer must keep in his or her custody, or under his or her control:
  - (i) the financial records for the current financial year; and
  - (ii) any other financial records as authorised by the Committee.

### 15.4 **Financial statements**

- (a) For each financial year, the Committee must ensure that the following requirements are met:
  - (i) the preparation of the financial statements;
  - (ii) if required, the review or auditing of the financial statements;
  - (iii) the certification of the financial statements by the Committee;
  - (iv) the submission of the financial statements to the annual general meeting of the Party;

- (v) the lodgement as required by law of the financial statements and accompanying reports, certificates, statements and fee.

## **16. MISCELLANEOUS**

### **16.1 Registered Address**

- (a) The registered address of the Party is:
  - (i) the address determined from time to time by resolution of the Committee; or
  - (ii) if the Committee has not determined an address to be the registered address, the postal address of the Secretary.

### **16.2 Notice Requirements**

- (a) Any notice required to be given to a Member or a Committee Member under these Rules may be given:
  - (i) by handing the notice to the Member personally;
  - (ii) by sending it by post to the Member at the address recorded for the Member on the Register of Members; or
  - (iii) by email or facsimile transmission.
- (b) Any notice required to be given to the Party or the Committee may be given:
  - (i) by handing the notice to a Member of the Committee;
  - (ii) by sending the notice by post to the registered address;
  - (iii) by leaving the notice at the registered address; or
  - (iv) if the Committee determines that it is appropriate in the circumstances:
    - (A) by email to the email address of the Party or the Secretary; or
    - (B) by facsimile transmission to the facsimile number of the Party.

### **16.3 Custody and Inspection of Books and Records**

- (a) Members may on request inspect free of charge:
  - (i) the Register of Members;
  - (ii) the minutes of general meetings;

- (iii) subject to **Rule 16.3(b)**, the financial records, books, securities and any other relevant document of the Party, including minutes of Committee meetings.
- (b) The Committee may refuse to permit a Member to inspect records of the Party that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Party.
- (c) The Committee must on request make copies of these rules available to Members and applicants for Membership free of charge.
- (d) Subject to **Rule 16.3(b)**, a Member may make a copy of any of the other records of the Party referred to in this rule and the Party may charge a reasonable fee for provision of a copy of such a record.
- (e) For purposes of this Rule:
 

"relevant documents" means the records and other documents, however compiled, recorded or stored, that relate to the establishment, registration and management of the Party and includes the following:

  - (i) its Membership records;
  - (ii) its financial statements;
  - (iii) its financial records; and
  - (iv) records and documents relating to transactions, dealings, business or property of the Party.

#### 16.4 **Winding up**

- (a) The Party may be wound up voluntarily by Special Resolution.
- (b) In the event of the winding up of the Party, the surplus assets of the Party must not be distributed to any Members or former Members of the Party.
- (c) Unless otherwise prescribed by law, on the winding up of the Party, the surplus assets must be given to a body that has similar purposes to the Party and which is not carried on for the profit or gain of its individual Members.
- (d) The body to which the surplus assets are to be given must be decided by Special Resolution.

#### 16.5 **Alteration of Rules**

- 16.6 These Rules may only be altered by Special Resolution of a general meeting of the Party.

**17. GOVERNING LAW AND JURISDICTION**

17.1 This Constitution shall be construed in accordance with and shall be governed by the laws in force in the State of Victoria.