



Constitution

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PART I - FOUNDATION

1. NAME OF ASSOCIATION

The name of the association is the Democratic Reform Alliance Incorporated. The association is incorporated for political purposes under the Associations Incorporation Act 1991 (ACT).

2. DEFINITIONS AND INTERPRETATION

In this constitution unless the contrary intention appears:

Association means the 'Democratic Reform Alliance'.

Candidate means a member who is endorsed by the association as a candidate for election to public office.

Candidate Deed means a deed or other agreement entered into by the association and a member who wishes to be endorsed as a candidate, including all amendments and supplementary agreements between the association and that member.

Constitution means this constitution of the association.

Financial year of the association is each period of 12 months ending on 30 June.

General meeting includes the annual general meeting or any special general meeting.

Management Committee means the committee of the association for the purposes of the Act.

Ordinary resolution means a resolution passed by at least 50% of those entitled to vote and voting at a meeting.

Special resolution means a resolution passed by at least 75% of those entitled to vote and voting at a general meeting.

Parliamentary member means a member of the association who is a member of the Parliament of the Commonwealth of Australia, a state or territory parliament, or a local government authority who is bound by a Candidate Deed.

Democratic Reform Alliance Voting Platform means the secure on-line voting system or systems established by the association for the purpose of allowing members to vote in internal party plebiscites, and to vote to direct parliamentary members in relation to how parliamentary members are to vote on legislation before legislative bodies.

the Act means the Associations Incorporation Act 1991 (ACT).



In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (c) The provisions of the Legislation Act 2001 (ACT) apply to and apply in respect of this constitution in the manner as those provisions would so apply if this constitution were an instrument made under the Act.

3. PURPOSES OF THE ASSOCIATION

3.1 The purposes of the association are:

A. To promote the election of Democratic Reform Alliance endorsed candidates to one or more of the following legislative bodies:

- a) Parliament of the Commonwealth of Australia;
- b) Queensland Legislative Assembly;
- c) New South Wales Parliament;
- d) Victorian Parliament;
- e) Tasmanian Parliament;
- f) South Australian Parliament;
- g) Western Australian Parliament;
- h) Legislative Assembly of the Australian Capital Territory;
- i) Legislative Assembly of the Northern Territory; or
- j) local government authorities in any state or territory.

B. To introduce wide ranging transparency, accountability, and anti-corruption legislation into legislative bodies that enhances the accountability of politicians and political parties and improves the practice of democracy in Australia.

C. To extend the definition and practice of democracy in Australia by allowing party members to use the Internet to vote on internal party plebiscites, and once representation is gained, to vote with other association members, using the Democratic Reform Alliance Voting Platform, to direct Parliamentary members how to vote on legislation before legislative bodies.

4. POWERS OF THE ASSOCIATION

4.1. For furthering these purposes, the association has the specific rights, powers and privileges conferred on it by the Act.

PART II - MEMBERS

5. MEMBERS

Categories of members



5.1. The members of the association consist of:

- a) Founding member;
- b) Parliamentary members;
- c) Voting members;
- d) Associate members ('Supporters'); and
- e) Any other class or category of membership resolved by the Management Committee.

Admission of new members

5.2. A candidate for membership must be a natural person, and must apply to the Secretary in writing to join the association. The application must:

- a) be in a form including an on-line form approved by the Management Committee;
- b) contain full particulars of the name and contact details of the applicant;
- c) identify the category of membership for which the applicant is applying; and
- d) contain any other information prescribed by regulation for an application for membership in that category.

5.2.1. A person is not eligible to become or remain a member if the person is a member of another registered political party or has been convicted of a disqualifying electoral offence under any state, territory, or Commonwealth legislation within the previous ten years of applying to become a party member.

5.2.2. The Management Committee may accept or reject an application for membership at its sole and absolute discretion. The officers are not required, nor can they be compelled to provide, any reason for rejecting an application for membership. If the Management Committee rejects an application, it must return any subscription fee paid (if any) and write to the applicant to tell them their application has been rejected.

5.2.3. Membership begins on the later to occur of:

- a) acceptance by the Management Committee of the application for membership; or
- b) payment of any fees payable by the new member.

Founding member

5.3. The founding member is the first Convenor and the first President of the association.

5.3.1 The founding member may, while holding the office of Convenor or President of the association, veto any decision made in relation to the association, including decisions made by a quorum of voting members or decisions made by a quorum comprised of the Management Committee.



5.3.1 In the event the founding member exercises a veto under this clause the founding member may substitute an alternative decision in relation to that matter.

Parliamentary members

5.4. Once elected to a legislative body a Parliamentary member is bound to comply with the terms of their Candidate Deed and accept the direction of the Management Committee in relation to the performance of his or her legislative and parliamentary duties.

5.4.1. Parliamentary members are voting members.

Voting members

5.5. A voting member has the right to:

- a) vote in internal party plebiscites using the Democratic Reform Alliance Voting Platform;
- b) vote (once representation is gained) using the Democratic Reform Alliance Voting Platform along with other association members to direct Parliamentary members in relation to how to vote on legislation before legislative bodies;
- c) nominate to become a Democratic Reform Alliance candidate;
- d) nominate to become a member of the Management Committee;
- e) receive publications and relevant notices prepared by the association;
- f) submit items of business for the consideration of the association;
- g) receive notice of general meetings;
- h) attend, be heard, and vote at general meetings;
- i) access the minutes of general meetings and inspect the register of members;

5.5.1. Each voting member is taken, by virtue of that membership, to have agreed to:

- a) observe and comply with this constitution and the regulations;
- b) pay the subscriptions, fees and levies (if any) set out in the regulations as payable by voting members within the period stated in the regulation.

Associate members (Supporters)

5.6. An associate member has the right to receive notice of general meetings and to attend but not to vote at general meetings. A supporting member is under no obligation to attend general meetings.

5.6.1. Each associate member is taken, by virtue of that membership, to have agreed to:

- a) observe and comply with this constitution and the regulations; and
- b) pay the subscriptions, fees and levies (if any) set out in the regulations as payable by supporting members within the period stated in the regulations.



Other classes or categories of membership resolved by the Management Committee

5.7. The Management Committee may set out the rights of other classes or categories of membership as it best determines.

Obligations of members

5.8. Each member must:

- a) treat all other members, officers, staff and representatives of the association with respect and courtesy at all times;
- b) uphold and enhance the standards and reputation of the association;
- c) observe the directions, procedures and decisions of the Management Committee and, in the case of a general meeting, the chairperson of that meeting; and
- d) not act in a manner unbecoming of a member or prejudicial to the purposes or the interests or reputation of the association.

Member liability

5.9. Members and Management Committee members are not liable to contribute to the debts and liabilities of the association due only to their membership of the association or any committee.

Register of members

5.10 The Secretary must keep and maintain a register of members in accordance with the Act. In addition to the information required by the Act, the register may contain such other information as the Management Committee considers appropriate. Members must provide the association with the details required by the association to keep the register complete and up to date.

5.10.1. Members may write to the Secretary to ask the Secretary to restrict access to their details on the members register if they have special circumstances.

Effect of membership

5.11. This constitution constitutes a contract between each of the members and the association. Each member is bound by this constitution and the regulations.

Public Statements

5.12. Each member agrees that public statements for or on behalf of the association, or representing purposes or policies of the association, be made only by those authorised by the Management Committee including Parliamentary members or endorsed candidates for election (subject to obligations under their Candidate Deed).



6. FEES, SUBSCRIPTIONS AND LEVIES

6.1. The Management Committee may:

- a) fix annual membership subscriptions;
- b) fix such other fees or levies as the Management Committee considers prudent for the effective and sustainable management of the affairs of the association; and
- c) determine the time and manner of payment of the subscriptions, fees and levies by members to the association.

6.2. The Management Committee may fix subscriptions, fees or levies at different rates for different categories of membership and may determine that no subscriptions are payable by one or more of the categories for any year.

6.3. On admission to membership a new member must pay the current full year's subscription.

6.4. The Management Committee may waive all or part of a member's subscriptions, fees or levies, and may agree terms of payment for a member different from those applicable to other members of the same category, if the Management Committee is satisfied that there are special reasons to do so.

6.5. The voting and other rights of members who have not paid their subscription, fee or levy by the due date are suspended until the subscription, fee or levy is paid.

7. CESSATION OF MEMBERSHIP

7.1. A member ceases to be a member of the association if the member:

- a) dies;
- b) ceases to be eligible to remain a member;
- c) resigns from membership;
- d) is expelled from the association by the Management Committee; or
- e) is convicted of a disqualifying electoral offence under state, territory or Commonwealth legislation.

7.2. A member may resign from membership of the association by giving notice in writing of not less than one month to the Secretary of an intention to resign. At the end of the period of notice, the member ceases to be a member.

7.3. A member who ceases to be a member must not thereafter use any property of the association (including, without limitation, its copyright, trademarks, and other intellectual property) and must immediately return to the association all of the association's documents, records or other property in the possession, custody or control of the former member.



7.4. Nothing in this clause prevents a former member from applying for readmission to membership. In considering an application for readmission, the Management Committee is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased. Membership which has ceased under this clause may be reinstated at the discretion of the Management Committee without an application having been made with such conditions as it deems appropriate.

7.5. Membership subscriptions, fees or levies paid by the former member may, at the Management Committee's discretion, be refunded on a pro-rata basis to the member on cessation of the membership.

8. DISCIPLINARY ACTION

8.1. If the Management Committee is of the opinion that a member—

- (a) has persistently refused or neglected to comply with a provision of these rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association;

the Management Committee may, by resolution—

- (c) expel the member from the association; or
- (d) suspend the member from the rights and privileges of membership of the association that the committee may decide for a specified period; or
- (e) reprimand the member.

The Management Committee may rely on the findings and recommendations of a disciplinary subcommittee, but is not required to do so.

8.2. A resolution of the Management Committee under subsection 8.1 is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection 8.3, confirms the resolution in accordance with this section.

8.3. If the Management Committee passes a resolution under 8.1, the secretary must, as soon as practicable, serve a written notice on the member—

- (a) setting out the resolution of the Management Committee and the grounds on which it is based; and
- (b) stating that the member may address the Management Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Management Committee at or before the date of that meeting written representations relating to the resolution.



8.4. Subject to the Act, at a meeting of the Management Committee mentioned in 8.2, the Management Committee must—

- (a) give to the member mentioned in 8.1 an opportunity to make oral representations; and
- (b) give due consideration to any written representations submitted to the Management Committee by that member at or before the meeting; and
- (c) by resolution decide whether to confirm or to revoke the resolution of the Management Committee made under 8.1.

8.5. If the Management Committee confirms a resolution under 8.1, the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal

8.6. A resolution confirmed by the committee under 8.4 does not take effect—

- (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
- (b) if within that period the member exercises the right of appeal—unless and until the association confirms the resolution.

9. RIGHT OF APPEAL OF DISCIPLINED MEMBER

9.1. A member may appeal to the association in general meeting against a resolution of the Management Committee within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

- (a) The notice must be accompanied by a written statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (b) On receipt of a notice from a member under 9.1, the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (c) At a general meeting of the association convened under 9.1(b):
 - (i) no business other than the question of the appeal is to be transacted, and
 - (ii) the committee and the member must be given the opportunity to state their respective cases, and
 - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (d) The appeal is to be determined by a simple majority of votes cast by members of the association.

10. GRIEVANCE PROCEDURE



10.1. This grievance procedure applies to disputes between a member and another member. 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.

10.2. The parties must first attempt to resolve the dispute themselves. If the parties are unable to resolve the dispute, the Management Committee must appoint a conciliator/arbitrator. The conciliator/arbitrator must not have a personal interest in the dispute, and must not be biased in favour or against any party.

10.3. The parties must in good faith attempt to resolve the dispute by conciliation. A party may appoint another person to act on their behalf in the grievance procedure.

10.4. If the conciliator/arbitrator is unable to resolve the dispute by agreement between the parties, the conciliator/arbitrator must determine the respective rights and obligations under this constitution of the parties and any other members. The conciliator/arbitrator's determination is binding on the parties and all members.

10.5. The State, Territory and Commonwealth Acts applying to commercial arbitrations do not apply to the grievance procedure in this clause.

PART III – ADMINISTRATION

11. MANAGEMENT COMMITTEE

11.1. The Management Committee, subject to the Act, the regulation, these rules, and to any resolution passed by the association in general meeting—

- a) controls and manages the affairs of the association; and
- b) may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
- c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

11.2. Specifically, the Management Committee may define and refer political questions using the Democratic Reform Alliance Voting Platform to members to vote in internal party plebiscites and in relation to directions to be given to parliamentary members in relation to how parliamentary members are to vote on legislation before legislative bodies.

11.3. The Management Committee is to take into account the majority decision of association members referred to in clause 11.2 in giving directions to parliamentary members in relation to how parliamentary members are to vote on legislation before legislative bodies.

11.4. The Management Committee must perform its functions in the pursuit of the purposes and in the interests of the association as a whole, having regard to the association's position as a political party and its objectives.



11.5. The Management Committee must comprise at least five persons, each of whom must be a voting member. The Management Committee comprises the following offices:

- a) President
- b) Convenor;
- c) Deputy Convenor;
- d) Secretary;
- e) Treasurer; and
- f) Additional positions the Management Committee creates for the purpose of administering and managing the purposes and activities of the association.

11.6. At the first meeting of the Management Committee after each annual general meeting, the committee must elect members to each of the offices. One officer of the Management Committee may hold two or more positions.

11.7. The Secretary must be over 18 years of age and live in Australia. If the Secretary stops living in Australia, they may not remain Secretary and the Management Committee must appoint a new Secretary within 14 days.

12. ELECTION OF MANAGEMENT COMMITTEE

Nominations

12.1. The Management Committee must call for nominations to the Management Committee at least 56 days prior to the annual general meeting. The Management Committee may, when it calls for nominations, indicate which positions on the Management Committee it wishes to fill, the job descriptions for those positions and the qualifications or experience it considers desirable for those positions.

12.1.2. Nominations must:

- a) be in the prescribed form (if any) provided for that purpose;
- b) be signed by the nominee, and supported by a seconder, both of whom must be voting members;
- c) disclose any position the nominee has held in any political party during the preceding five years; and
- d) be delivered to the Secretary not less than 14 days before the date fixed for the annual general meeting.

12.1.3 The Management Committee must approve each nominee to be included in the ballot for election to the Management Committee at its sole and absolute discretion. The officers are not required, nor can they be compelled to provide, any reason for rejecting or appointing a candidate. If the Management Committee rejects a nomination it must write to nominee to tell them their application has been rejected.



Elections and appointment

12.2. If the number of nominations received does not exceed the number of vacancies to be filled, then, subject to a confirmatory vote, those nominated will be declared elected at the annual general meeting.

12.2.1. If at any stage the number of nominations for the Management Committee exceeds the number of vacancies then to be filled, an election must be conducted at the annual general meeting.

12.2.1. Elections must be conducted by secret ballot of voting members, or in such manner and by such method as may be determined by the Management Committee from time to time. If the Management Committee has not made a determination, then the election must be conducted by the method determined by the chairperson of the annual general meeting.

12.2.3. Prior to the declaration of persons elected to the Management Committee, any voting member may demand a confirmatory vote in which case each voting member appointed or elected under the preceding clauses at that meeting must have his or her appointment or election approved by ordinary resolution of the meeting. If the appointment or election of that person is not approved by the meeting, he or she is not entitled to take office.

Term of office

12.3. The term of office of each officer begins at the conclusion of the annual general meeting at which their election occurs, and ends at the conclusion of the annual general meeting following their election. An officer is eligible for re-election.

Ceasing to be an officer

12.4. A person ceases to be an officer on the Management Committee, and the position of that officer becomes vacant, if the officer:

- a) dies;
- b) becomes bankrupt or makes any arrangement or composition with creditors generally;
- c) suffers from legal incapacity;
- d) ceases to be a voting member;
- e) resigns their office by notice in writing to the association;
- f) is disqualified from office under the Act;
- g) is absent without the consent of the Management Committee for three successive meetings of the Management Committee; or
- h) is removed by a special resolution of voting members in general meeting
- i) is convicted of a disqualifying electoral offence under any state, territory, or Commonwealth legislation.

Casual Vacancy



12.5. If at the close of the annual general meeting or otherwise there is a vacancy in the membership of the Management Committee, the Management Committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

Removal of committee members

12.6. Subject to the provisions of natural justice and the Act, the association in general meeting may by special resolution remove any member of the Management Committee from the office of member of the Management Committee before the end of the member's term of office.

13. MEETINGS OF THE MANAGEMENT COMMITTEE

13.1. The Management Committee must meet as often as it considers necessary for the dispatch of business, but at least once a quarter. Either the Convenor or the Secretary may at any time convene a meeting of the Management Committee on not less than seven days' notice to the other officers.

13.2. Subject to this constitution, the Management Committee may adjourn and otherwise regulate its meetings as it thinks fit.

13.3. At meetings of the Management Committee, a quorum is the greater of three officers or a majority of the officers at the time, providing that one of the members is the President or Convenor or a delegate appointed in writing by the President or Convenor.

13.4. The Convenor will act as chair of any Management Committee meeting or general meeting at which they are present. If the Convenor is not present, or is unwilling or unable to chair the meeting, the Deputy Convenor will act as chair. If the Deputy Convenor is not present, the remaining officers must appoint another officer to chair that meeting only.

13.5. An officer may attend a meeting of the Management Committee by telephone or other electronic means by which they can hear and be heard.

13.6. Subject to this constitution, questions arising at any meeting of the Management Committee are decided by ordinary resolution. Each Management Committee member has one vote on any question. The Convenor of the Management Committee has a casting vote in decisions of the Management Committee.

13.7. The officers may pass a resolution without a Management Committee being held if all the officers entitled to vote on the resolution affirm a document including electronically containing a statement that they are in favour of the resolution set out in the document. Separate copies of the document may be used if the wording of the resolution and statement is identical in each copy. The document may be transmitted by email. The resolution is passed when the last officer signs. A resolution passed under this clause must be recorded in the minutes of the next meeting.



13.8. Officers must comply with the Act regarding disclosure of interests and voting on any material personal interests.

13.9. The Secretary must ensure minutes are kept, recording the names of those attending, the business considered, all resolutions adopted, and any material personal interest declared.

14. DELEGATION TO SUBCOMMITTEES

14.1. The Management Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the Management Committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:

- a) this power of delegation, and
- b) a function which is a duty imposed on the committee by the Act or by any other law.

14.2. A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

14.3. A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances that may be specified in the instrument of delegation.

14.4. Despite any delegation under this clause, the Management Committee may continue to exercise any function delegated.

14.5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

14.6. The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

14.7. A sub-committee may meet and adjourn as it thinks proper.

15. CANDIDATE SELECTION SUBCOMMITTEE

15.1. The Management Committee must establish a candidate selection sub-committee and appoint its members. The candidate selection sub-committee will invite expressions of interest from people interested in nominating as a Parliamentary candidate for election to a legislative body, and will engage in a process of selecting appropriately qualified candidates, and submit a list of prequalified candidates to the Management Committee for its decision.



15.2. The Management Committee may appoint a person to be a candidate at its sole and absolute discretion. The officers are not required, nor can they be compelled to provide, any reason for rejecting or appointing a candidate. If the Management Committee rejects a nomination it must write to nominee to tell them their application has been rejected.

16. VOTING AND DECISIONS

16.1. Questions arising at a meeting of any sub-committee appointed by the Management Committee are decided by a majority of the votes of members of the sub-committee present at the meeting unless a special resolution is required.

16.2. Each member present at a meeting of any sub-committee appointed by the Management Committee (including the person presiding at the meeting) is entitled to one vote.

17. EXECUTIVE AND STAFF

17.1 The Management Committee may, from time to time, employ a general manager and other staff it considers necessary or appropriate, in each case for such period and on such conditions as the Management Committee determines.

PART IV - MEETINGS

18. ANNUAL GENERAL MEETINGS — HOLDING THEREOF

18.1. With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within 5 months after the end of each financial year of the association, call an annual general meeting of its members.

18.2. The association must hold its first annual general meeting—

- a) within 18 months after its incorporation under the Act; and
- b) within 5 months after the end of the first financial year of the association.

18.3. Clauses 21.1 and 21.2 have effect subject to the powers of the registrar-general under the Act in relation to extensions of time.

19. ANNUAL GENERAL MEETINGS — CALLING OF AND BUSINESS AT

19.1. The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the Management Committee considers appropriate.

19.2. In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—

- a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and



- b) to receive from the committee reports on the activities of the association during the last financial year; and
- c) to elect members of the committee, including office-bearers; and
- d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act.

19.3. An annual general meeting must be specified as such in the notice calling it in accordance with the regulations.

19.4. An annual general meeting must be conducted in accordance with the provisions of this part.

20. GENERAL MEETINGS— CALLING OF

20.1. The Management Committee may, whenever it considers appropriate, call a general meeting of the association.

20.2. The Management Committee must, on the requisition in writing of not less than 25% of the total number of members, call a general meeting of the association.

20.3. A requisition of members for a general meeting—

- a) must state the purpose or purposes of the meeting; and
- b) must be signed by the members making the requisition; and
- c) must be lodged with the secretary; and
- d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.

20.4. If the committee fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.

20.5. A general meeting called by a member or members mentioned in clause 4 must be called as nearly as is practicable in the same way as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

21. NOTICE

21.1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, send by prepaid post or email notification to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.



21.2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in sub-clause 21.1 specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.

21.3. No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under sub-clause 22.

21.4. A member desiring to bring any business before a general meeting may give written notice of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

22. GENERAL MEETINGS — PROCEDURE AND QUORUM

22.1. No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

22.2. Five members present (who are entitled under these rules to vote at a general meeting), constitute a quorum for the transaction of the business of a general meeting.

22.3. If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

22.4. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute a quorum.

23. PRESIDING MEMBER

23.1. The Convenor, or in the absence of the Convenor, the Deputy Convenor, presides at each general meeting of the association.

23.2. If the Convenor and the Deputy Convenor are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

24. ADJOURNMENT

24.1. The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and



place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

24.2. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

24.3. Except as provided in sub-clauses 24.1 and 24.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

25. VOTING

25.1. The association may hold a postal or electronic ballot as the Management Committee determines.

25.2. A postal or electronic ballot may be conducted.

25.3. Subject to sub-clause 28.5 on any question arising at a general meeting of the association a member has 1 vote only.

25.4. All votes must be given personally. Proxy voting is not permitted.

25.5. If the votes on a question are equal, the person presiding is entitled to exercise a second or casting vote.

25.6. A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable for the then current year.

PART V - MISCELLANEOUS

26. RECORDS AND ACCOUNTS

26.1. The association must comply with its obligations under the Act in respect of accounts, records and minutes.

26.2. The Treasurer must keep in their custody, or under their control, the financial records for the current financial year, and any other financial records as authorised by the Management Committee, for at least seven years.

26.3. The Secretary must keep the common seal of the association in their custody.

26.4. Members may, on request, inspect free of charge and at a reasonable time:

- a) the register of members



- b) the minutes of general meetings, but not the minutes of Management Committee meetings
- c) the financial records, books, securities and any other relevant document of the association, as defined in the Act, except if the Management Committee decides inspection of those records may be prejudicial to the interests of the association.

26.5. A member may write to the Secretary asking for copies of these documents (with the exception of the members register). The Secretary may charge a reasonable fee for providing copies.

27. SOURCE OF FUNDS

27.1. The funds of the association may be derived from fees and subscriptions, levies, donations, sale of merchandise, fund-raising activities, grants, interest and any other sources approved by the Management Committee.

28. APPLICATION OF INCOME

28.1. The income and property of the association must be applied solely towards the promotion of the association's purposes.

28.2. Except as prescribed in this constitution or the Act, no portion of the income or property of the association may be paid or transferred, directly or indirectly, to any member or any associate of a member.

28.3. Nothing in this constitution prevents a payment in good faith for:

- a) any services actually rendered to the association whether as an employee, officer or otherwise;
- b) goods supplied to the association in the ordinary and usual course of operation;
- c) interest on money borrowed from any member;
- d) rent for premises let by any member to the association; and
- e) any reasonable out-of-pocket expenses incurred by a member on behalf of the association.

28.4. No payment made by the association may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

28.5. The Management Committee may approve expenditure on behalf of the association. All cheques and electronic payments must be authorised by the Treasurer and two Management Committee members.

29. AUDITOR

29.1. The association is not required to appoint an auditor except if required by the Act. The auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the association.



29.2. An auditor may be appointed at each annual general meeting as the association's auditor for the following financial year. If the annual general meeting appoints an auditor, any vacancy occurring during the year in the office of auditor must be filled by the Management Committee.

30. INDEMNITY

30.1. The association indemnifies Management Committee members against any liability incurred in good faith by them in the course of performing their duties.

31. COMMON SEAL

31.1. The association may have a seal on which its corporate name appears in legible characters. If the association has a seal, the Secretary must keep custody of it.

31.2. The common seal may not be used without the express authorisation of the Management Committee and every use of the seal must be recorded in the minutes of the association. The affixing of the seal must be witnessed by two officers or by one officer and another person authorised by the Management Committee for that purpose.

32 ALTERATION OF THE CONSTITUTION

32.1. This constitution may be repealed or altered or new provisions added by special resolution passed at a duly convened general meeting.

33. REGULATIONS

33.1. The Management Committee may make and amend regulations for the proper advancement, management and administration of the association and the advancement of the purposes of the association as it thinks necessary or desirable.

33.2. The regulations must be consistent with the constitution. All regulations are binding on the association and all members.

33.3. This constitution, the regulations and any changes to or interpretations of the constitution or regulations, may be communicated to members by a notice on the association's website.

34. USE OF TECHNOLOGY

34.1. A Management Committee or subcommittee meeting may be held at 2 or more venues using any technology approved by the Management Committee that gives each of the committee's members a reasonable opportunity to participate.



34.2. A Management Committee member who participates in a Management Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

34.3. The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal other than an appeal under clause 9.

34.4. A postal or electronic ballot is to be conducted in accordance with the Regulations.

34.5. A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.

34.6. A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

35. WINDING UP

35.1. Subject to this constitution, the association may be wound up or deregistered in accordance with the Act.

35.2. If, on winding up, dissolution or deregistration of the association and after satisfaction of all the association's debts and liabilities, there remain surplus assets those surplus assets must not be paid to or distributed amongst the members but must be distributed to another organisation which has purposes similar to the purposes of the association and a constitution which prohibits the distribution of income and property to members.

35.3. The organisation to whom the distribution is to be made may be determined by the members in general meeting at or before the time of winding up, dissolution or deregistration, and in default of a determination by the members, by a judge of the Supreme Court of Victoria or any other Court that has jurisdiction in the matter.