



MiVote

Constitution

Preliminary

1. Definitions

1.1 In this Constitution:

Act means the Corporations Act 2001 (Cth).

Advisory Board means the committee established pursuant to clause 57.

Advisory Committee means the committee established pursuant to clause 58.

Auditor means the Movement's auditor.

Casual Director means a Director appointed under clause 41.

Committee means a committee established by the Council in accordance with the Constitution and includes the Advisory Board and the Advisory Committees.

Company means Democracy by MiVote Limited.

Conflicted Officer Protocol means the protocol annexed and marked "A" as amended by the Council from time to time.

Constitution means this constitution of the Movement as amended from time to time.

Constituent means a person who is admitted as a constituent in accordance with clause 12.2 in respect of a Constituency.

Constituency means the geographic area within which the Movement or a Licensee has the exclusive right to use the MiVote Platform.

Council means all or some of the Directors acting as a board of directors.

Director includes any person occupying the position of director of the Movement.

Electronic Voting System means a system approved by the Council that enables Members and Directors to submit their votes, nominations or proxy appointments or otherwise exercise a right or power under this Constitution by electronic means.

Eligibility Criteria means the membership eligibility criteria referred to in clause 14.1.

Executive Director means a director appointed in accordance with clause 40.

Founding Director means those people who have agreed to act as directors and who are named as proposed directors in the application for registration of the Movement.

Founding Member means a person who is named in the application for registration of the Movement, with their consent, as a proposed member of the Movement.

Licensee means any person who is granted a licence to use the MiVote Platform in respect of a Constituency and is authorised by the Council to use the name "MiVote" as part of their name.

Member Director means a Director appointed by the Members in accordance with clause 35.

Member means a member of the Movement and, for the purposes of any clause of this Constitution pertaining to proceedings at general meetings, Member includes a Member present in person or by proxy or attorney.

MiVote Platform means the framed democracy approach to social issues and policy considerations developed, owned and or licenced by the Movement comprising software and intellectual property including trademarks.

Movement means the company limited by guarantee known as Democracy by MiVote Limited.

Objects means the objects of the Movement described in clause 7.1.

Policy Position means a stated position of the Movement or a Licensee on an issue or legislation before a Constituency electorate and/or legislature, parliament or government or like institution based on a bona fide majority vote of Constituents and determined in accordance with the Policy Framing Methodology.

Register means the register of Members of the Movement.

Seal means the Movement's common seal (if any).

Secretary means any person appointed by the Council to perform any of the duties of a secretary of the Movement and if there are joint secretaries, any one or more of those joint secretaries.

Transitional Governance Period means the period expiring 24 months from the date of this Constitution is resolved by the Members.

Values means the values described in clause 4.1.

1.2 In this Constitution:

- (a) the Act overrides any clause in this Constitution which is inconsistent with that act to the extent of the inconsistency,
- (b) a word or expression that is defined in the Act, or used in that Act and covering the same subject matter, has the same meaning as in this Constitution,
- (c) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression,
- (d) the Values form part of this Constitution for the purposes of clause 4.2 only, and
- (e) reference to an act includes every amendment, re-enactment, or replacement of that act and any subordinate legislation made under that act (such as regulations).

2. Replaceable rules

To the extent permitted by law, the replaceable rules in the Act do not apply to the Movement.

3. Name

3.1 The name of the Company is Democracy by MiVote Limited.

4. Values

4.1 The Movement's values include:

- (a) **Democracy:** The Movement represents the will of the people, which is to be obtained from a majority outcome following the use of a destinational approach to social issues and policy considerations.
- (b) **Knowledge:** The Movement commits to always providing information that represents the best available information at the time, fairly and based on reason, always cited from its sources and that represents the best available options supported by data on each frame and each issue.
- (c) **Transparency:** The Movement is open and transparent on all decision making of a material nature including but not limited to matters relating to representation of Members and Constituents, Policy Position matters, leadership and Committee performance, sources of funding, changes to the governing principles, documentation and rules of the Movement and the financial position of the Movement.
- (d) **Accountability:** The Council, Members and Committee members accept responsibility for their actions and at all times provide an honest and verifiable service to the Movement and which at all times act in the best interest of the Movement.
- (e) **Equality:** The Movement stands for equality of opportunity and meritocracy which demands that benefit, leadership, involvement, participation, promotion, opportunity, reward and advancement will always be based on merit and relevant capacity and ability without regard to age, race, religious affiliation, sexual orientation, gender, previous political alignment, socio economic status, geographical residence or education.
- (f) **Secularism:** The Movement is committed to secular values and does not promote or provide advantage, discrimination or barrier based on religious affiliation or belief. The Movement is non-religious and not affiliated with any religion or religious denomination. The Movement will at all times execute its responsibilities free from religious doctrine, interpretation, interference or involvement.

4.2 If a dispute arises in respect of:

- (a) the meaning or effect of any provision in this Constitution; or

- (b) the direction, leadership, management or governance of the Movement, the interpretation that best promotes the Values will prevail.

5. Type of Company

The Movement is a company limited by guarantee.

6. Guarantee

6.1 If the Movement is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the immediately preceding year,

undertakes to contribute to the property of the Movement for the payment of debts and liabilities of the Movement and payment of costs, charges and expenses of winding up such amount as may be required, not exceeding AUD \$10.00.

7. Objectives of the Movement

7.1 The Movement is established for the following objects:

- (a) To promote equitable and transparent democratic representative government in participating Constituencies.
- (b) To provide Constituents with a platform to participate in political policy formation in participating Constituencies.
- (c) To research and provide independent and fact based information to Constituents related to issues before participating Constituencies.
- (d) To propose, promote, amend, support or oppose legislation and issues before participating Electorates based on the majority vote of Constituents who domicile in that Constituency irrespective of the originator of the legislation or issue.
- (e) To research, develop, promote and licence the MiVote Platform in whole or part.
- (f) To provide to Licensees the benefit of the MiVote Platform through effective support, knowledge management, technology transfer and licencing.
- (g) To spread the MiVote Platform and grow democracy throughout the world.

7.2 The Movement may only exercise the powers in section 124(1) of the Act to:

- (a) carry out the Objects; and
- (b) do all things incidental or convenient in relation to the exercise of power under clause 7.2(a).

Income and Property of Movement

8. Income and Property of the Movement

- 8.1 The income and property of the Movement will only be applied towards promoting the Objects.
- 8.2 No income or property of the Movement will be paid, transferred or distributed directly or indirectly to any Member except:
- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Movement;
 - (b) remuneration payable to an employee of the Movement, who is also a Member;
 - (c) reimbursement of reasonable travelling and other expenses incurred by a Member when pursuing the Objects as approved by the Council; or
 - (d) for reasonable and proper rent for premises let by that person to the Movement.

9. Income

- 9.1 Subject to clause 9.2, the income of the Movement shall be derived from membership fees, contributions, grants, licencing of the MiVote Platform, sale of merchandise and such other sources as the Council determines from time to time.
- 9.2 The Movement shall not knowingly solicit or receive money from:
- (a) any incorporated body other than an incorporated body which has similar objects to the Movement; or
 - (b) any person who the Council apprehend might unduly influence or be perceived to unduly influence the independence of the Movement including but not limited to lobby groups, industry groups, collectives and other membership based organisations that promote issues and legislation based on their objects or objectives.
- 9.3 Nothing herein shall prevent the Movement from receiving money from:
- (a) any Licensee; or
 - (b) any Australian State or Federal government entity.

MiVote Structure

10. Structure

10.1 The Movement shall be structured as follows:

- (a) The Constituents who vote on and decide Policy Positions.
- (b) Policy Working Groups who provide domain policy expertise as and when required by the Movement.
- (c) Advisory Committees who support, guide and inform Policy Positions based on their representative communities.
- (d) The Advisory Board who elect the Committee Directors.
- (e) The Movement Members who are the custodians of the Movement and ensure that the Council acts in accordance with the Objects.
- (f) Licensees who are licenced to use the MiVote Platform in respect of a Constituency.
- (g) The Council who direct, lead, manage and govern the Movement.

Constituents

11. Constituent

11.1 A Constituent is not a member of the Movement for the purposes of the Act or this Constitution.

12. Eligibility and Admission

12.1 To be eligible to be a Constituent, the applicant must.

- (a) be a natural person; and
- (b) be at least sixteen (16) years of age.

12.2 Any eligible person may be admitted as a Constituent by registering in the manner determined by the Council from time to time.

12.3 The number of Constituents is unlimited.

13. Constituent Rights

13.1 Constituents have a right to vote on:

- (a) proposed Policy Positions in the Constituency in which they are domiciled in the manner determined by the Movement from time to time; and
 - (b) subject to the terms of this Constitution, the nomination or election of:
 - (i) Members; and
 - (ii) Constituent Directors.
- 13.2 Each Constituent has one (1) vote.
- 13.3 Policy Positions determined by a majority vote of Constituents who are domiciled in a Constituency shall:
- (a) in the case of the Constituency of Australia be binding on the Movement, the Council, the Members, and Committees; and
 - (b) in the case of Constituencies outside Australia, be binding on Licensees as a condition of a licence to use the MiVote Platform.
- 13.4 A Constituent may apply to become a member of the Movement in accordance with Clause 14.
- 13.5 A reference in this Constitution to a Member does not include a reference to any person in their capacity as a Constituent.

Members

14. Eligibility and admission

- 14.1 To be eligible for membership, the applicant must:
- (a) be a natural person;
 - (b) be at least sixteen (16) years of age;
 - (c) satisfy the eligibility criteria (if any) described in clause 14.4 (a);
 - (d) demonstrate a commitment to the Objects; and
 - (e) be approved by the Council.
- 14.2 The maximum number of Members of the Movement is fifty (50).
- 14.3 The Members of the Movement are:
- (a) the Founding Members; and
 - (b) such other persons whom the Council admit to membership in accordance with this Constitution.
- 14.4 The Council may specify:
- (a) The eligibility criteria for a Member's membership including:
 - (i) up to six (6) persons nominated by Licensees;

- (ii) one (1) Advisory Committee member nominated by each Advisory Committee; and
 - (iii) up to fourteen (14) persons nominated by Constituents.
 - (b) the term of a Member's membership;
- and, if so specified, subject to earlier cessation in accordance with this Constitution the Member will cease to be a Member if they cease to satisfy the eligibility criteria or at the expiration of the specified term.
- 14.5 Applications for membership of the Movement must be in a form approved by the Council in their absolute discretion.
- 14.6 The Council will consider each application for membership as soon as is practicable after the application is received. The Council may:
- (a) accept or reject the application; or
 - (b) require that the applicant give more evidence of eligibility for membership.
- 14.7 The Council need not give any reason for rejecting an application for membership.
- 14.8 The Secretary will send the applicant written notice of the acceptance or rejection of membership.
- 14.9 Other than the Founding Members, an applicant for membership becomes a Member when entered on the Register.
- 14.10 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

15. Subscriptions

- 15.1 The Council may determine an annual subscription fee (if any) payable by each Member.
- 15.2 The Council may determine that any Member admitted to membership between 1 January and 30 June will pay only a pro-rata amount of the annual fee until that Member's next annual subscription falls due.
- 15.3 If a Member does not pay an annual subscription fee within 30 days after it becomes due the Council:
- (a) may give the Member notice; and
 - (b) if the annual fee remains unpaid 21 days from the date of that notice, may declare that Member's membership is:
 - (i) suspended until the annual fee is paid; or
 - (ii) forfeited.

16. Ceasing to be a Member

- 16.1 Membership of the Movement will cease if:

- (a) the Member resigns as a member by giving written notice to the Movement;
- (b) the Member dies;
- (c) the term of the Member's membership ends or expires under clause 14.4;
- (d) the Member's membership is forfeited under clause 15.3(b)(ii); or
- (e) the Member is expelled under clause 17.

16.2 Any person ceasing to be a Member:

- (a) will not be entitled to any refund (or part refund) of a subscription; and
- (b) will remain liable for and will pay to the Movement all subscriptions and moneys which were due at the date of ceasing to be a Member.

17. Expulsion

17.1 The Council may by resolution expel a Member, if in their absolute discretion, they decide that it is not in the interests of the Movement for that person to remain a Member.

17.2 If the Council intends to consider a resolution to expel a Member, the Secretary must:

- (a) give that Member not less than fourteen (14) days' notice of the intention to consider a resolution under clause 17.1;
- (b) include in the notice:
 - (i) the date, place and time of the meeting; and
 - (ii) the proposed resolution and the grounds upon which it is based.

17.3 A Member may give an oral or written explanation or submission to the Council prior to any resolution under clause 17.1 but may not attend the vote.

17.4 A Member may appeal to the Movement in general meeting against a resolution of the Council under clause 17.1, within 7 days after notice in accordance with clause 17.2, by written notice to the Secretary ("Appeal Notice").

17.5 A Member may give an oral or written explanation or submission to the general meeting setting out the grounds on which the Member intends to rely for the purposes of the appeal.

17.6 The Council will convene a general meeting of the Movement to be held within twenty-eight (28) days of receiving the Appeal Notice.

17.7 At a general meeting of the Movement convened under clause 17.6:

- (a) no business other than the question of the appeal is to be transacted, and
- (b) the Members shall vote on whether the resolution of the Council under clause 17.1 should be confirmed or revoked.

17.8 If:

17.9 the Secretary does not receive an Appeal Notice; or

17.10 at the general meeting of the Movement resolves to confirm the resolution of the Council under clause 17,

the Member will be deemed to be expelled in accordance with clause 17.1.

General Meetings

18. Calling General Meeting

18.1 A general meeting may only be called:

- (a) by a Council resolution;
- (b) in accordance with a Member's resolution under the Act; or
- (c) as otherwise provided in the Act.

19. Virtual General Meeting

19.1 The Movement may hold a virtual general meeting at two or more venues using any technological means that provides the Members a reasonable opportunity to hear and be heard.

19.2 A virtual general meeting shall be deemed by the chairperson to have taken place at one of the venues attended by a Member for the entire duration of the meeting.

19.3 The provisions of this Constitution relating to a general meeting of members apply, as far as they can and with the necessary changes, to a virtual general meeting. For the avoidance of doubt a reference in this constitution to a general meeting includes a reference to a virtual general meeting.

19.4 A Member who takes part in a virtual general meeting is deemed to be present in person at the meeting.

20. Notice of General Meeting

20.1 Subject to the Act allowing general meetings to be held with shorter notice, at least twenty- one (21) days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.

20.2 A notice calling a general meeting:

- (a) must specify the place, date and time of the meeting, and if the meeting is to be held in two or more places, the technology that will be used;
- (b) must state the general nature of the business to be transacted at the meeting; and
- (c) may specify a place and electronic address for the purposes of proxy appointment.

- 20.3 A notice of an annual general meeting need not state that the business to be transacted includes:
- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
 - (b) the election of Directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor.
- 20.4 The Council may postpone or cancel any general meeting whenever they determine (other than a meeting called as the result of a request under clause 18.1(b)).
- 20.5 The Council must give notice of the postponement or cancellation of a general meeting to all persons entitled to receive notices from the Movement.
- 20.6 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at General Meetings

21. Quorum

- 21.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 21.2 A quorum consists of at least 1/3 of Members (to the nearest whole number) entitled to vote and be present at the meeting.
- 21.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven (7) days after the meeting, or to another day, time and place determined by the Council; and
 - (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

22. Chairperson

- 22.1 The chairperson, or in the chairperson's absence the deputy chairperson, of Council meetings will be the chairperson at every general meeting.

- 22.2 The Members present and entitled to vote may elect a chairperson of a general meeting if:
- (a) there is no chairperson or deputy chairperson;
 - (b) neither the chairperson nor deputy chairperson is present within 15 minutes after the time appointed for holding the general meeting; or
 - (c) the chairperson and deputy chairperson are unwilling to act as chairperson of the general meeting.
- 22.3 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

23. Adjournment

- 23.1 The chairperson of a general meeting at which a quorum is present:
- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
 - (b) must adjourn the general meeting if the meeting directs him or her to do so.
- 23.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 23.3 The only business that can be transacted at an adjourned general meeting is the business of the initial general meeting.
- 23.4 Notice of an adjourned general meeting must only be given in accordance with clause 20.1 if a general meeting has been adjourned for more than twenty one (21) days.

24. Voting

- 24.1 Subject to the Act in relation to special resolutions, questions arising at a general meeting must be decided by a majority of votes cast by the Members present and entitled to vote at that meeting.
- 24.2 Unless a poll is demanded in accordance with the Act, a resolution will be decided on a show of hands.
- 24.3 Unless a poll is demanded:
- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

25. Taking a poll

- 25.1 If a poll is lawfully demanded, it will be taken when and in the manner that the chairperson decides.
- 25.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 25.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 25.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 25.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- 25.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.
- 25.7 The demand for a poll may be withdrawn.

26. No casting vote by chairperson

The chairperson does not have a casting vote in addition to the chairperson's votes as a Member, proxy or attorney.

Voting Rights

27. Entitlement to vote

- 27.1 A Member is not entitled to vote at a general meeting if the Member's annual subscription fee is more than one (1) month in arrears at the date of the meeting.
- 27.2 Each Member entitled to vote at a general meeting has one (1) vote.

28. Objections

- 28.1 An objection to the qualification of a Member to vote:
 - (a) may only be raised at the same general meeting or adjourned general meeting at which the Member voted; and
 - (b) must be referred to the chairperson of the general meeting, whose decision is final.
- 28.2 A vote is valid for all purposes if the objection is not upheld by the chairperson.

29. Votes by proxy

- 29.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may vote on a show of hands.
- 29.2 A proxy need not be a Member.
- 29.3 A proxy may demand or join in demanding a poll.
- 29.4 A proxy or attorney may vote on a poll.
- 29.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

30. Appointment and authority of proxy

- 30.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by the Act. The Council may determine that an appointment of proxy is valid even if it does not fully comply with the Act.
- 30.2 For the purposes of clause 30.1, an appointment may be made by way of an Electronic Voting System.
- 30.3 The written appointment of a proxy or attorney must be received by the Movement at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
 - (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
 - (b) the taking of a poll on which the appointee proposes to vote.
- 30.4 The Movement receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
 - (a) the Movement's registered office; or
 - (b) a place or electronic address specified for that purpose in the notice of meeting.
- 30.5 A proxy's appointment is valid at an adjourned general meeting.
- 30.6 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 30.7 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
 - (a) to vote on:

- (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
- (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,

even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and

- (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.

30.8 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) attended the meeting;
- (b) died;
- (c) became mentally incapacitated; or
- (d) revoked the proxy or power,

unless the Member voted at the meeting or any written notification of the death, unsoundness of mind or revocation was received by the Movement 24 hours before the relevant general meeting or adjourned general meeting.

31. Electronic Voting

31.1 Voting at any general meeting of Members may be by way of an Electronic Voting System.

Appointment and removal of Directors

32. Eligibility

32.1 To be eligible to be a Director, the applicant must:

- (a) sign a consent to act as a Director of the company, and
- (b) not be prohibited by the Act from holding office as a Director.

32.2 Directors are not required to be Members.

33. Composition of Council

- 33.1 There will not be less than three (3) and not more than eighteen (18) Directors.
- 33.2 The Council may comprise:
- (a) The Founding Directors;
 - (b) up to five (5) Member Directors appointed in accordance with clause 35.1 ("Member Directors");
 - (c) up to three (3) Global Directors appointed in accordance with clause 34.1 or 37.2 as the context requires ("Global Directors");
 - (d) up to three (3) Committee Directors appointed in accordance with clause 34.1 or 38.2 as the context requires ("Committee Directors");
 - (e) up to four (4) Constituent Directors appointed in accordance with clause 34.1 or 39.2 as the context requires ("Constituent Directors");
 - (f) up to three (3) Executives Directors; and
 - (g) such number of Casual Directors as do not exceed the maximum number of Directors determined in accordance with clause 33.1.
- 33.3 The Council may determine the eligibility criteria for the office of Global Directors, Committee Directors and Constituent Directors from time to time.
- 33.4 Subject to the Act, Directors appointed as a Global Director, Committee Director or Constituent Director will automatically cease to be a Director, if in the opinion of the Council, the Director ceases to satisfy the eligibility criteria for that office referred to in clause 33.3.

34. Transitional Governance Arrangement

- 34.1 During the Transitional Governance Period, the Council will comprise:
- (a) the Founding Directors;
 - (b) any Executive Directors appointed in accordance with clause 40;
 - (c) any casual directors appointed in accordance with clause 41; and
 - (d) up to three (3) Global Directors
 - (i) one (1) who must retire in accordance with clause 34.2;
 - (ii) one (1) who must retire on the first anniversary of the expiration of the Transitional Governance Period;
 - (iii) one (1) who shall be designated the "Global Expansion Director" who must retire on the first anniversary of the expiration of the Transitional Governance Period.as determined and appointed by the Council.
 - (e) Up to three (3) Committee Directors:
 - (i) two (2) who must retire in accordance with clause 34.2;

- (ii) one (1) who must retire on the first anniversary of the expiration of the Transitional Governance Period;
as determined and appointed by the Council.
- (f) Up to four (4) Constituent Directors;
 - (i) two (2) who must retire in accordance with clause 34.2;
 - (ii) two (2) who must retire on the first anniversary of the expiration of the Transitional Governance Period;
as determined and appointed by the Council.

34.2 Subject to the terms of this Constitution,

- (a) the Founding Directors; and
- (b) any Director appointed in accordance with clause 34.1(d)(i), 34(e)(i) and 34(f)(i),

shall hold the office of Director until the expiration of the Transitional Governance Period.

34.3 Any Director who retires under clause 34.2 may nominate themselves for election or re-election, subject to clause 36.6

34.4 This clause 34 will cease to apply at the expiration of the Transitional Governance Period.

35. Appointment of Member Directors

35.1 Prior to the expiration of the Transitional Governance Period, the Members may elect up to five (5) Member Director by a resolution passed in a general meeting in accordance with such procedures as determined by the Council.

35.2 The resolution to appoint a Member Director may specify the term office and, if it does so specify, subject to earlier cessation in accordance with this Constitution, the Member Director will cease to hold office at the expiration of that term. If the Members' resolution does not specify the term of the Director's appointment, the Director will hold office in accordance with clause 36.2(b).

35.3 Each of the Member Directors must be appointed by a separate resolution, unless:

- (a) the Members present have first passed a resolution that the appointments may be voted on together, and
- (b) no votes were cast against that resolution.

36. Member Director Rotation

36.1 At each annual general meeting:

- (a) any Casual Director, and

- (b) one-quarter (to the nearest whole number) of the remaining Member Directors,

must retire.

- 36.2 The Member Directors who must retire at each annual general meeting under clause 36.2 will be Directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.
- 36.3 A Member Director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- 36.4 Each Member Director must retire at least once every four (4) years.
- 36.5 A Member Director who retires under clause 36.2 may nominate themselves for election or re-election, subject to clause 36.6
- 36.6 A Member Director who has held office for a continuous period of Eight (8) years or more may only be re-appointed or re-elected by a special resolution.

37. Global Directors

- 37.1 This clause will apply from the expiration of the Transitional Governance Period.
- 37.2 For so long as there are less than three (3) Licensees, each Licensee may appoint one Global Director by written notice to the Secretary.
- 37.3 If there are more than three Licensees:
 - (a) the Licensees may elect up to three (3) Global Directors by a resolution passed by the Licensees in accordance with such procedures as determined by the Council; and
 - (b) upon the resolution referred to in clause 37.3(a), any Director appointed pursuant to clause 37.2 will automatically cease to be a Director.
- 37.4 Subject to the terms of this Constitution, a Global Director shall hold the office of Director for two (2) years.
- 37.5 Subject to the terms of this Constitution, Global Directors may not hold office for a continuous period of more than two (2) years unless re-appointed by a special resolution of Members.

38. Committee Directors

- 38.1 This clause will apply from the expiration of the Transitional Governance Period.
- 38.2 The members of the Advisory Board may elect up to three (3) Committee Directors by a resolution passed by the members of each of the Advisory Committees in accordance with such procedures as determined by the Council.
- 38.3 Subject to the terms of this Constitution, Committee Directors shall hold the office of Director for two (2) years.

38.4 A Committee Director may not hold office for a continuous period of more than two (2) years unless re-appointed by a special resolution of Members.

39. Constituent Directors

39.1 This clause will apply from the expiration of the Transitional Governance Period.

39.2 The Constituents may elect up to four (4) Constituent Directors by a resolution passed by Constituents irrespective of Constituency in accordance with such procedures as determined by the Council.

39.3 Subject to the terms of this Constitution, a Constituent Director shall hold the office of Director for two (2) years.

39.4 A Constituent Director may not hold office for a continuous period of more than two (2) years unless re-appointed by a special resolution of Members.

40. Executive Directors

40.1 The Council may appoint to the office of Director the persons for the time being holding the office of:

- (a) Head of Technology;
 - (b) Head of Operations; and
 - (c) CEO/Chief Steward or their nominee and ratified by council,
- as determined by the Council from time to time.

40.2 Directors appointed under clause 40.1 will automatically cease to be a Director on ceasing to hold the office referred to in clause 40.1.

41. Casual Directors

41.1 The Council may appoint a person as a Director to fill a casual vacancy or as an additional Director.

42. Confirmation of Appointments

42.1 If a person is appointed a Director other than by the Members, the Movement must confirm the appointment by resolution at the next annual general meeting. If the appointment is not confirmed, the person ceases to be a Director at the end of the annual general meeting.

42.2 Each Director must be confirmed by a separate resolution, unless:

- (a) the Members present have first passed a resolution that the confirmations may be voted on together, and
- (b) no votes were cast against that resolution.

43. Alternate Directors

43.1 Alternate directors are not permitted.

44. Vacation of office

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the Act from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Council incapable of performing his or her duties;
- (c) resigns by notice in writing to the Movement;
- (d) is removed by a resolution of the Movement under the Act; or
- (e) otherwise ceases to be a Director in accordance with the terms of this Constitution.

Powers and duties of Directors

45. Powers and duties of Directors

45.1 The business of the Movement is managed by the Council who may exercise all powers of the Movement that this Constitution and the Act do not require to be exercised by the Movement in general meeting.

45.2 Without limiting the generality of clause 45.1 but subject always to clause 9.2, the Council may exercise all the powers of the Movement to:

- (a) borrow money;
- (b) charge any property or business of the Movement;
- (c) issue debentures or give any other security for a debt, liability or obligation of the Movement or of any other person; and
- (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

Council Meetings and Proceedings

46. Meeting of Council

- 46.1 A Director may, and the Secretary must on the request of a Director, call a Council meeting.
- 46.2 A Council meeting must be called on at least 48 hours written notice of a meeting to each Director.
- 46.3 Subject to the Act, a Council meeting may be held by the Council communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 46.4 The Council need not all be physically present in the same place for a Council meeting to be held.
- 46.5 Subject to clause 51, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 46.6 The Council may meet together, adjourn and regulate their meetings as they determine.
- 46.7 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Council.

47. Quorum

- 47.1 A quorum is a majority of Directors for the time being.
- 47.2 If the number of Directors is insufficient to constitute a quorum at a Council meeting, the Council may act only to:
 - (a) appoint a Casual Director; or
 - (b) call a general meeting.

48. Decisions of Directors

- 48.1 Subject to this Constitution and the Act, questions arising at a meeting of Directors are to be decided by a majority of votes of the Council present and voting and each Director has one vote.
- 48.2 The chairperson of a meeting does not have a second or casting vote.
- 48.3 Voting at any meeting of Directors may be by way of an Electronic Voting System.

Payments to Directors

49. No directors Fees

49.1 No directors fees may be paid to the Council without Member approval.

50. Payments to Directors

Notwithstanding clause 49, the Movement may pay a Director:

- (a) out of pocket expenses incurred by the Director in the performance of any duty as Director of the Movement where the amount payable does not exceed an amount previously approved by the Council;
- (b) for any service rendered to the Movement by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Council and where the amount payable is approved by the Council and is not more than an amount which commercially would be reasonable payment for the service;
- (c) any salary or wage due to the Director as an employee of the Movement where the terms of employment have been approved by the Council;
- (d) an amount relating to an indemnity in favour of the Director and permitted by the Act; and
- (e) an amount relating to a contract of insurance permitted and permitted by the Act.

51. Conflict of interest

51.1 In addition to each Director and Officers duties and obligations under the Act, each Director and Officer shall use all reasonable efforts to Comply with the Conflicted Officer Protocol.

51.2 Subject to the terms of the Conflicted Officer Protocol:

- (a) no contract made by a Director with the Movement and no contract or arrangement entered into by or on behalf of the Movement in which any Director may be in any way interested is avoided or rendered voidable merely because they are a director or because of the existence of directors' duties.
- (b) no Director contracting with or being interested in any arrangement involving the Movement is liable to account to the Movement for any profit realised by or under any such contract or arrangement merely because they are a Director or because of their duties.

51.3 A Director is not disqualified merely because of being a Director from contracting with the Movement in any respect.

51.4 Subject to the terms of the Conflicted Officer Protocol, a Director or entity in which a Director has a direct or indirect interest may:

- (a) enter into any agreement or arrangement with the Movement;
 - (b) hold any office or place of profit other than as auditor in the Movement; and
 - (c) act in a professional capacity other than as auditor for the Movement,
- and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Movement or from holding an office or place of profit in or acting in a professional capacity with the Movement.

51.5 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Movement or in which the Movement may be interested and is not accountable to the Movement for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

52. Chairperson

52.1 The Council must elect a Director as chairperson of the Council for a period of one (1) year. A director may not serve more than two (2) consecutive years in the office of chairperson.

52.2 A Committee Director may not be appointed as Council chairperson.

52.3 The Council may at any time remove a Director appointed as chairperson under clause 52.1 from that office.

52.4 If the chairperson is not present at any Council meeting within ten minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.

52.5 The Council may elect a Director as deputy chairperson to act as chairperson in the chairperson's absence.

53. Circular resolutions

53.1 The Council may pass a resolution without a Director's meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.

53.2 For the purposes of clause 53.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

53.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.

53.4 The minutes of Council meetings must record that a meeting was held in accordance with this clause.

54. Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a Council committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Council or the Council's committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

55. Minutes and Registers

55.1 The Council must cause minutes to be made of:

- (a) the names of the Council present at all Council meetings and meetings of Council committees;
- (b) all proceedings and resolutions of general meetings, Council meetings and meetings of Council committees;
- (c) all resolutions passed by Directors in accordance with clause 53;
- (d) all appointments of officers;
- (e) all orders made by the Council and Council committees; and
- (f) all disclosures of interests made under clause 51.

55.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting.

55.3 The Movement must keep all registers required by this Constitution and the Act.

Delegates and Committees

56. Delegations

56.1 The Council may delegate any of their powers, other than those which by law must be dealt with by the Council as a board to:

- (a) a Committee or Committees;
- (b) a Director;
- (c) an employee of the Movement; or
- (d) any other person.

(each a "Delegate")

56.2 The Council may at any time revoke any delegation of power to Delegate.

- 56.3 A Delegate must report to the Council.
- 56.4 A Delegate must exercise its powers in accordance with any directions of the Council and a power exercised in that way is taken to have been exercised by the Council.
- 56.5 A Delegate may be authorised by the Council to sub-delegate all or any of the powers for the time being vested in it.
- 56.6 The Council may determine the eligibility criteria for members of Committees from time to time.
- 56.7 A Committee member will automatically cease to be a Committee member, if in the opinion of the Council, the person ceases to satisfy the eligibility criteria for that position referred to in clause 56.6.
- 56.8 Meetings of any Committee will be governed by the provisions of this Constitution which deal with Council meetings so far as they are applicable and are not inconsistent with any directions of the Council.

57. Advisory Board

- 57.1 The Council may establish an Advisory Board.
- 57.2 The role of an Advisory Board is to nominate the Committee Directors.
- 57.3 The Advisory Board has no delegated authority or executive power.
- 57.4 The Advisory Board shall have the following structure:
- (a) up to ten (10) members or such great number as determined by the Council from time to time; and
 - (b) an Advisory Board chairperson who will lead the Advisory Board and report to the Council;
- 57.5 The Advisory Board chairperson shall be determined as follows:
- (i) the initial Advisory Board chairperson will be determined by the Council with the approval of the Members; and
 - (ii) Thereafter the members of the Advisory Board must elect a chairperson from one of their number for a period of one year. An Advisory Board member may not serve more than three consecutive years in the office of chairperson.
- 57.6 The members of the Advisory Board shall be the chairpersons of each Advisory Committee.
- 57.7 A member of the Advisory Board shall cease to hold that office if they cease to hold the office of chairperson of an Advisory Committee.

58. Advisory Committee

- 58.1 The Council may establish permanent Advisory Committees in respect of its Constituency of equal standing before the Council including:

- (a) a Multicultural Advisory Committee;
- (b) a Rural Advisory Committee;
- (c) a Youth Advisory Committee;
- (d) a Gender Equality Advisory Committee;
- (e) an Indigenous Advisory Committee;
- (f) a LGBTI Advisory Committee;
- (g) an Industry Advisory Committee;
- (h) a Disability Advisory Committee;
- (i) an Elderly Advisory Committee;
- (j) a Public Service Advisory Committee.

58.2 The role of an Advisory Committee is to assist the Council and the Movement with reference to the specific perspective and/or wishes of the community groups they represent in respect of Policy Positions.

58.3 Advisory Committees have no delegated authority or executive power.

58.4 Each Advisory Committee shall have the following structure:

- (a) up to eight (8) members;
- (b) An Advisory Committee chairperson who will lead the Advisory Committee and report to the Council.
- (c) The Advisory Committee chairperson shall be determined as follows:
 - (i) each initial Advisory Committee Chairperson will be determined by the Council with the approval of the Members;
 - (ii) thereafter the members of each Advisory Committee must elect a chairperson for a period of two years from one of their number. An Advisory Committee member may not serve more than three (3) consecutive years in the office of chairperson.
- (d) The members of each Advisory Committee shall be determined by the Advisory Committee chairperson with the approval of the Council.
- (e) A member of the Advisory Committee shall cease to hold that office until the earlier of:
 - (i) the expiration of two (2) years from their appointment;
 - (ii) a resolution of the Council in accordance with clause 56.7; or
 - (iii) resolution of the Advisory Committee to terminate their appointment.

59. Independent Board Committee

- (a) The Council may establish an Independent Board Committee ("IBC").

- (b) The role of the IBC is to monitor and provide guidance to the Council to ensure the Directors and Officers comply with their legal duties and take all reasonable steps to avoid actual, potential or perceived conflicts of interest.
- (c) The IBC has the following specific delegated authorities:
 - (i) to review conflicts of interest notified to it pursuant to the Conflicted Officer Protocol;
 - (ii) to make recommendations to the Chairman and Council in relation to any conflict of interest; and
 - (iii) to review the Conflicted Officer Protocol annually.
- (d) The IBC shall comprise only Independent Directors. For the purpose of this clause an independent Directors means a Director who is not a member of management and who, in the opinion of the Council, is free of any interest, position, association or relationship that could materially influence, or could reasonably be perceived to materially influence, the independent exercise of their judgment.
- (e) The members of the IBC shall be:
 - (i) an IBC Chairman determined by the Council who will lead the IBC and report to the Council; and
 - (ii) such other Independent Directors determined by the Council from time to time.
- (f) Each IBC Member will hold their position until the earlier of:
 - (i) Council resolution to remove the IBC Member; and
 - (ii) their ceasing to hold the office of Director.

60. Working Groups

- 60.1 The Council may establish temporary working groups from time to time as and when required.
- 60.2 The role of the Working Group is to provide the Council and the Movement with expert advice on the practical implications of Policy Positions and assist by providing perspective on the research and data produced by the Company.
- 60.3 Working Groups have no delegated authority or executive power.
- 60.4 At least one member of each Working Group must be a Director.

Secretary

61. Secretary

- 61.1 There must be at least one secretary of the Movement appointed by the Council for a term and at remuneration (if any) and on conditions determined by the Council.
- 61.2 Unless the chairperson or the Council determine otherwise, the Secretary is entitled to attend and be heard on any matter at all Council and general meetings.
- 61.3 The Council may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

Seals and Records

62. Common Seal

If the Movement has a Seal:

- (a) the Council must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Council;
- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Council to countersign the document.

63. Inspection of records

- 63.1 Except as otherwise required by the Act, the Council may determine whether the financial records and other documents of the Movement or any of them will be unavailable for inspection by Members other than Directors.
- 63.2 Except to the extent prohibited by the Act, the Council may determine:
 - (a) the terms of access to any financial records and other documents of the Movement including obligations in relation to confidentiality; and
 - (b) any fee for access to any financial records and other documents of the Movement

Notices

64. Service of notices

- 64.1 Notice may be given by the Movement to any person who is entitled to notice under this Constitution:
- (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Movement for sending notices to the person.
- 64.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 64.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 64.4 If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Movement's registered office.
- 64.5 A certificate in writing signed by a Director, Secretary or other officer of the Movement that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 64.6 Subject to the Act, the signature to a written notice given by the Movement may be written or printed.
- 64.7 All notices sent by post outside Australia must be sent by prepaid airmail post.

65. Persons entitled to notice

- 65.1 Notice of every general meeting must be given to:
- (a) every Member;
 - (b) every Director; and
 - (c) any Auditor.

Audit and Accounts

66. Audit and accounts

- 66.1 The Council must cause the Movement to keep written financial records in relation to the business of the Movement in accordance with the requirements of the Act.
- 66.2 The Council must cause the financial records of the Movement to be audited in accordance with the requirements of the Act.

Electronic communications

- 66.3 If the Movement is required to produce a document that is in the form of paper, an article or other material, that requirement is taken to have been met if the Movement produces by means of electronic communication an electronic form of the document where all the requirements of production of documents in section 11 of the Electronic Transactions Act 1999 (Cth) (as amended and replaced) have been satisfied.
- 66.4 If the Movement is required to record information in writing, that requirement is taken to have been met if the Movement records the information in an electronic form where all the requirements of retention of documents in section 12 of the Electronic Transactions Act 1999 (Cth) (as amended and replaced) have been satisfied.

Winding up

67. Winding up

- 67.1 Subject to the Act and any other applicable act, and any court order, if any surplus assets remain following the winding up of the Movement, the surplus assets will not be paid to or distributed amongst Members, but will be given or transferred to another body corporate which, by its constitution, is:
- (a) required to pursue objects similar to the objects of the Movement;
 - (b) required to apply its profits (if any) or other income in promoting its objects; and
 - (c) prohibited from making any distribution to its members or paying fees to its directors,
- such body corporate to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of Victoria for determination.

Indemnity

68. Insurance

68.1 The Movement may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay an insurance premium

for an officer against any liability incurred by the person as officer of the Movement where the Council determines it is appropriate to do so.

69. Indemnity

69.1 To the extent permitted by law and subject to the Act, the Movement indemnifies officers of the Movement against:

- (a) any liability (other than for legal costs) incurred by that person as an officer of the Movement (including liabilities incurred by the officer as an officer of a subsidiary of the Movement where the Movement requested the officer to accept that appointment); or
- (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Movement (including legal costs incurred by the officer as an officer of a subsidiary of the Movement where the Movement requested the officer to accept that appointment).

69.2 Subject to the Movement receiving a GST tax invoice in respect of the same, the amount of any indemnity payable pursuant to this clause will include an additional amount equal to any GST payable (GST Amount) by the officer being indemnified (Indemnified Officer) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity).

69.3 For the purposes of clauses 68 and 69, officer includes any current or former:

- (a) Director;
- (b) Secretary; and
- (c) Chief Executive officer.