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CONSTITUTION OF  
AUSTRALIAN LIBERTY ALLIANCE  
(A COMPANY LIMITED BY GUARANTEE)



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This Constitution

## 1. DEFINITIONS

In this Constitution unless the context otherwise requires:

“**Act**” means the *Corporations Act 2001*;

“**Administrator**” means a person responsible for administrative and record keeping functions within a Sub-Committee;

“**Annual Meeting**” means a Party Meeting held in accordance with paragraph 23;

“**ASIC**” means the Australian Securities and Investments Commission;

“**Business Day**” means a day that is not a Saturday, a Sunday or a public holiday in the place concerned;

“**By-laws**” means a set of rules relating to the affairs, management or operation of the Party;

“**Candidates**” means those Members who are endorsed by the Party to stand for public office in Local, State, Territory or Federal elections;

“**Chair**” means the person appointed or elected to chair any meeting in accordance with this Constitution;

“**Charter**” means a document setting out key values and policies of the Party and includes the Manifesto and Key Policies;

“**Code of Conduct**” means a document setting out policies or procedures regulating the behaviours, actions or requirements of Members of the Party;

“**Constitution**” means this Constitution in force from time to time;

“**Council**” means any group or body or persons formed by the National Executive Board or established under this Constitution whose primary task is to advise the National Executive Board;

“**Deputy Chair**” means a person who will fulfil the role of Chair at Sub-Committee meetings in the absence of the Chair;

“**Director**” means any person appointed as a director of the Party;

“**Electoral Act Positions**” means any position, office or role required to be filled under the *Commonwealth Electoral Act 1918* and may include a Party agent and registered officer and deputies of those roles;

“**Electorate Support Group**” means a body or bodies that may be established in accordance with paragraph 21;

“**ESG Administrator**” means the person appointed to that position in accordance with paragraph 21;

“**ESG Deputy Leader**” means the person appointed to that position in accordance with paragraph 21;

“**ESG Leader**” means the person appointed to that position in accordance with paragraph 21;

“**ESG Positions**” has the meaning given to it in paragraph 21.4;

“**Executive Meeting**” means a meeting of the Executive Members in accordance with paragraph 25;

“**Executive Position**” has the meaning given to it in paragraph 10;

“**Federal Electorate**” means a Federal electorate for the purpose of electing members of the House of Representatives in the Australian Parliament;

“**Financial Year**” means the period commencing on 1st day of July and ending on the next 30th day of June and the “**First Financial Year**” shall be the period commencing on the day the Party is registered and ending on the next 30th day of June;

“**First Election Date**” has the meaning given to it in paragraph 12.2;

**“Foundation Members”** means those individuals who have signed this Constitution as the initial Members of the Party;

**“Group”** means a group or body of Members that may be formed by the National Executive Board or established under this Constitution for any particular purpose and includes an Electorate Support Group;

**“Level of Endorsement”** refers to the By-laws of that name established by the National Executive Board defining the requirements and authorisations required of Members to hold particular positions in the Party or to nominate as Candidates;

**“Local”** means any City, Regional or Shire Council within the Commonwealth of Australia;

**“Manifesto and Key Policies”** refers to the document titled “Manifesto and Key Policies” agreed upon by the Foundation Members to reflect the values and key policies of the Party and attached to this Constitution as Schedule 1;

**“Meeting”** means a Party Meeting, Executive Meeting, National Council Meeting or National Members Council Meeting depending upon the context;

**“Members”** means all the members of the Party regardless of their class of membership or, if the context clearly refers to members of a particular class of membership, all the members in that particular class of membership and **“Membership”** shall mean membership of the Party;

**“National Executive Board”** means the serving Directors of the Party at any given time;

**“National Executive Board Meeting”** means a meeting of the National Executive Board held in accordance with paragraph 14;

**“National Members Council Meeting”** means a meeting of the National Members Council held in accordance with paragraph 20.2;

**“National Party Leader”** means any person appointed to that position by the National Executive Board in accordance with this Constitution;

**“NMC Chairman”** means the person appointed to that position in accordance with paragraph 20;

**“NMC Positions”** has the meaning given to it in paragraph 20.8;

**“NMC Secretary”** means the person appointed to that position in accordance with paragraph 20;

**“NMC Speaker”** means the person appointed to that position in accordance with paragraph 20;

**“Officer”** means an officer of the Party as defined in the Act;

**“Ordinary Resolution”** is a resolution passed by more than 50% of the votes cast by Members entitled to vote on the resolution;

**“Party”** means Australian Liberty Alliance, or such other name given to the entity for which this Constitution relates;

**“Party Meeting”** means a meeting of Members held in accordance with paragraph 24;

**“Party Secretary”** means any person appointed to that position by the National Executive Board in accordance with this Constitution;

**“Party Treasurer”** means any person appointed to that position by the National Executive Board in accordance with this Constitution;

**“Portfolio”** means an area of responsibility in which the Party’s objectives will be pursued;

**“Register of Members”** means the register of Members required pursuant to section 169 of the Act;

**“Related Party”** shall have the same meaning as defined in the Act;

**“Resolution”** means an Ordinary Resolution or a Special Resolution;

**“Rules”** means the provisions of this Constitution;

**“Seal”** means the common seal of the Party;

**“Special Resolution”** means a resolution carried by not less than 67% of the Members entitled to vote on the resolution in accordance with this Constitution or, if required by the Act, 75% of the Members entitled to vote on the resolution in accordance with this Constitution;

**“Standing Party Committee”** has the meaning given to it in paragraph 18;

**“State”** means a State of the Commonwealth of Australia;

**“Sub-Committee”** means a sub-committee formed in accordance with paragraph 17;

**“Temporary Party Committee”** has the meaning given to it in paragraph 18;

**“Territory”** means the Australian Capital Territory and Northern Territory; and

**“Vice President”** means a person appointed to that position by the National Executive Board in accordance with this Constitution.

## **2. INTERPRETATION**

- 2.1 The headings have been inserted for convenience only and do not form part of this Constitution or affect its interpretation.
- 2.2 A reference in this Constitution to the Act or any other statute or any provision or section thereof shall be read (unless otherwise provided in this Constitution) as though the words 'including any statutory amendment or modification thereof and any statutory provision substituted thereof, re-enactment or replacement thereof and all rules, clauses, by-laws and instruments or other documents made pursuant thereto' is added to that reference.
- 2.3 Words importing the singular include the plural number and vice versa and words importing any gender include the other gender.
- 2.4 Expressions indicating natural persons also refer to bodies corporate, trusts and unincorporated associations and vice versa, as the context requires.
- 2.5 Reference to a paragraph or part of a paragraph is a reference to a paragraph or part of a paragraph of this Constitution.
- 2.6 Terms such as 'herein', 'hereby', 'hereunder; and 'hereof' refer to this Constitution as a whole and not to the paragraph or part of a paragraph in which those terms appear.
- 2.7 References to this Constitution or other instrument are to this Constitution or other instrument as it may from time to time be amended or extended in accordance with its terms.
- 2.8 All monetary amounts are expressed in Australian Dollars.
- 2.9 Where there is any inconsistency between a paragraph of this Constitution and the Act, this Constitution shall prevail unless the relevant provision of the Act cannot be contracted out of in which case the Act shall prevail to the extent of the inconsistency.
- 2.10 Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

## **3. ADOPTING THIS CONSTITUTION**

- 3.1 This Constitution for the governance of the Party is to become operative by virtue of Section 136 (1) (a) of the Act.
- 3.2 This Constitution shall have effect as a contract between:
  - (a) the Party and each Member;
  - (b) the Party and each Director and Party Secretary; and
  - (c) a Member and each other Member,under which each person agrees to observe and perform the Constitution as it applies to that person.
- 3.3 The replaceable rules contained in the Act, to the extent permitted by the Act, shall not apply to the Party.

## **4. LEGAL CAPACITY**

The Party has the legal capacity of an individual with all the consequential powers as conferred by section 124 of the Act for the sole purpose of doing all such things as are necessary, incidental or conducive to the attainment of the Party's objectives from time to

time as stated in this Constitution.

## **5. AMENDING THE CONSTITUTION**

- 5.1 Subject to the Act, this Constitution and the Manifesto and Key Policies may only be amended, repealed or added to by Special Resolution at an Executive Meeting and provided notice of such amendment, repeal or addition has been distributed to Executive Members at least twenty-one (21) days in advance, provided that:
- (a) no amendment shall contravene the Act or any other legislation; and
  - (b) no Member of the Party shall be bound by an amendment to the Constitution made after the date on which that person became a Member if that amendment requires the Member to take up additional financial liability or otherwise pay money to the Party.

## **6. FINANCIAL STRUCTURE OF PARTY**

- 6.1 The liability of Members is limited. Each Member of the Party undertakes to contribute to the assets of the Party in the event of its being wound up whilst he or she is a Member or within one year after he or she ceases to be a Member for the payment of the debts and liabilities of the Party contracted before he or she ceases to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding in the case of:
- (a) Executive Members, \$50;
  - (b) Ordinary Members, \$20;
  - (c) Party Members, \$10; and
  - (d) Social Members, \$5.
- 6.2 The income, property, profits and financial surplus of the Party, whenever derived, must be applied solely towards the promotion of the objectives of the Party as set out in this Constitution.
- 6.3 The Party is a non-profit organisation and shall not carry on business for the purpose of profit or gain to its individual Members and no portion of its income, property, profits and financial surplus may be paid, distributed to or transferred, directly, indirectly, by way of dividend, property, bonus or otherwise by way of profit, to the Members, National Executive Board, Officers or their relatives, except as provided by this Constitution.
- 6.4 Nothing in this Constitution prevents:
- (a) the payment, in good faith, of reasonable and proper remuneration to any Officer or servant of the Party, or to any Member or Director of the Party for goods supplied in the ordinary and usual way of business;
  - (b) an Officer of the Party being employed by the Party in an administrative capacity to carry out functions distinct from their role as an Officer;
  - (c) the payment of interest at a rate not exceeding interest at a rate for the time being charged by the Party's bankers for overdrawn accounts on money borrowed from a Member; or
  - (d) reasonable and proper rent for premises demised or let by any Member to the Party.
- 6.5 Subject to the Act, the Party may only be dissolved by a Special Resolution at an Executive Meeting. Dissolution is effective within thirty (30) days of the Special Resolution.
- 6.6 Where property remains after the winding-up or dissolution of the Party and satisfaction of its debts and liabilities, it may not be paid to nor distributed among the Members of the Party but must be given to or transferred to another fund, authority or institution having objectives similar to the objectives of the Party, and whose Constitution prohibits the



distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Party under or by virtue of this Constitution, which fund, authority or institution is to be determined by the Executive Members of the Party at or before the time of the dissolution.

## **7. NAME AND OBJECTIVES OF THE PARTY**

- 7.1 The name of the Party is “Australian Liberty Alliance” which, subject to paragraph 7.2, may only be changed by a Special Resolution in accordance with this Constitution and the Act.
- 7.2. If the Party does not have the legal or contractual entitlement to use the name “Australian Liberty Alliance” for any reason then:
- (a) the Party must immediately cease using the name “Australian Liberty Alliance” and all logos, symbols, internet names and materials carrying this name in every manner; and
  - (b) an Executive Meeting must be held as soon as practicable, and in accordance with this Constitution and the Act, to determine a new name for the Party.
- 7.3. The objectives of the Party shall be:
- (a) to form and operate a political party as one secular national body, in accordance with the *Commonwealth Electoral Act 1918* and to represent Australians who share the belief that all persons are created equal and that certain natural and unalienable liberties and rights, vested in each individual, have been endowed on all persons as affirmed by Australia’s Western heritage of moral and cultural values and principles, including:
    - (i) freedom of speech, thought, inquiry, association, assembly and religious belief;
    - (ii) the sovereignty and primacy of the individual voluntarily delegating powers to a limited and democratically elected government;
    - (iii) the prohibition of violence and its incitement by one person against another, and the right to self-defence against such violence;
    - (iv) the equality and free will of all persons subject to one set of just laws; and
    - (v) the separation of religion and state;
  - (b) to promote the right to Australia’s heritage and culture, which must be secured by:
    - (i) living as free people under a constitutional government with delegated powers;
    - (ii) owning and defending private property in free market economies;
    - (iii) organising geographically bound communities where like-minded Australian citizens pledge allegiance to clearly enunciated shared principles, live in peace and uphold the law and good civic principles; and
    - (iv) instituting and electing representatives in Australia’s Parliaments to pass just laws for a society in which all persons have access to due process and are judged by judicial bodies solely on merit and character;
  - (c) to promote:
    - (i) Western civilisation as a uniquely valuable culture that is defined and guarded by the aforementioned natural rights;
    - (ii) the right, and the right of future generations, to choose to live in an Australian nation ruled by a Western culture of justice and liberty;

- (iii) the belief that the government of the Commonwealth of Australia and those of the States and Territories have never been granted the authority to diminish the unalienable rights and freedoms of Australian citizens and that any such diminishment must be stopped and reversed; and
- (iv) the belief that Western Civilisation represents mankind's highest societal achievement which must be preserved and defended against totalitarian and theocratic ideologies;
- (d) to publicly promote and project these objectives, as well as the principles prescribed in the 'Manifesto and Key Policies' attached as schedule 1, through the development of sound policies, education, organisation and training of suitable Candidates;
- (e) to be an eligible political party within the meaning of the applicable Commonwealth, State and Territory legislation for the purposes of selecting, nominating and promoting Candidates;
- (f) to appoint to other political or public office such persons who support and promote the Party's values and these objectives; and
- (g) to raise sufficient funds for the Party to achieve these objectives.

## **8. POWERS OF PARTY**

For the purpose of carrying out its objectives as stated in this Constitution the Party has the power to do all such things as are necessary, incidental or conducive to the attainment of those objectives and for that purpose and not otherwise (subject to this Constitution, a Special Resolution of Executive Members or the Act), the Party may under the management and control of the National Executive Board, exercise all of the powers set out in the Act or any other legislation as being invested in or exercisable by a public company limited by guarantee.

## **9. NATIONAL EXECUTIVE BOARD AND DIRECTORS**

- 9.1 The Directors of the Party will comprise the National Executive Board. The Directors of the Party shall be:
  - (a) upon registration of the Party at ASIC, the Foundation Members; and
  - (b) at other times, those persons elected or appointed to the office of Director in accordance with this Constitution.
- 9.2 Appointment to the position of Director prior to the First Election Date will be by unanimous invitation of the National Executive Board.
- 9.3 Director positions that are to be filled at an Annual Meeting shall be filled by way of nomination and vote by Executive Members. If the number of Director positions to be filled is equal or greater to the number of persons nominated for the position, those nominated will be automatically appointed as a Director without the need for Executive Members to cast their vote.
- 9.4 Unless and until otherwise determined by a Special Resolution of the Executive Members at an Annual Meeting, the Party shall appoint not more than nine (9) and not less than five (5) Directors to comprise the National Executive Board.
- 9.5 Subject to paragraph 9.4, the National Executive Board must, prior to each Annual Meeting from and including the First Election Date, and in sufficient time to comply with the applicable procedures and time frames for electing Directors, determine the number of Directors required for the following two (2) years taking into account the needs of the Party.
- 9.6 A person shall not be nominated, appointed or elected as a Director unless that person is an Executive Member and has the requisite Level of Endorsement.
- 9.7 No Director will receive any remuneration for his or her services as a Director.

- 9.8 No Director will be entitled to appoint an alternate Director.
- 9.9 The National Executive Board shall from time to time appoint persons to Electoral Act Positions so as to comply with statutory or regulatory provisions applying to political parties in Australia. Such persons must have the requisite Level of Endorsement.
- 9.10 The National Executive Board must appoint one of its members to the position of President, Deputy President, Party Secretary and Party Treasurer ("**Executive Positions**"). The National Executive Board may also appoint, at its discretion, a person to the position of National Party Leader, Legal Counsel, Deputy Party Secretary and Deputy Party Treasurer (which shall also be Executive Positions). A person appointed to an Executive Position must have the requisite Level of Endorsement. The National Executive Board may revoke any Executive Position appointment.
- 9.11 Upon ceasing to be a Director, a person shall automatically cease to sit on the National Executive Board or hold any Executive Position.

## **10. EXECUTIVE POSITIONS**

### **10.1 President**

The President is responsible for chairing National Executive Board Meetings and any other duties as required by the National Executive Board.

### **10.2 Deputy President**

The Deputy President is responsible for making himself or herself familiar with the duties and responsibilities of the President so that he or she can perform the role of the President if the President is absent or is otherwise unable or prevented to perform their responsibilities. If the President is removed, or resigns, from the position of President, the Deputy President acts as President until a new President has been elected.

### **10.3 National Party Leader**

The National Party Leader is responsible for representing the values, policies and objectives of the Party to the Membership and to the general public. The National Party Leader must be an elected member of Federal Parliament or, if the Party has no elected members in Federal Parliament, a Candidate or, if the Party has no existing Candidates, the person elected by the National Executive Board. The National Party Leader will be the leader of the Party for the purposes of Federal elections.

### **10.4 Party Treasurer**

The Party Treasurer will be responsible for overseeing the financial administration of the Party including maintaining the Party's bank accounts and keeping financial records and any other duties as are required by the National Executive Board.

### **10.5 Party Secretary**

- (a) The Party Secretary will be the company secretary within the meaning of the Act and be responsible for keeping company records and registers and otherwise administering the affairs of the Party and the business of the National Executive Board and any other duties as are required by the National Executive Board.
- (b) The Party Secretary shall be:
- (i) upon registration of the Party at ASIC the person appointed to that position by the Foundation Members; and
  - (ii) at other times, the person appointed to that position by the National Executive Board.

### **10.6 Deputy Party Treasurer**

The Deputy Party Treasurer is responsible for making himself or herself familiar with the duties and responsibilities of the Party Treasurer so that he or she can perform the role of the Party Treasurer if the Party Treasurer is absent or is otherwise unable or prevented

to perform their responsibilities. If the Party Treasurer is removed, or resigns, from the position of Party Treasurer, the Deputy Party Treasurer acts as Party Treasurer until a new Party Treasurer has been appointed.

#### **10.7 Deputy Party Secretary**

The Deputy Party Secretary is responsible for making himself or herself familiar with the duties and responsibilities of the Party Secretary so that he or she can perform the role of the Party Secretary if the Party Secretary is absent or is otherwise unable or prevented to perform their responsibilities. If the Party Secretary is removed, or resigns, from the position of Party Secretary, the Deputy Party Secretary acts as Party Secretary until a new Party Secretary has been appointed.

#### **10.8 Legal Counsel**

The Legal Counsel is responsible for providing the National Executive Board with ongoing legal advice in matters relating to the operation of the Party and Party business. The Legal Counsel will actively review processes, methods and communications of the Party to ensure compliance with statutory requirements.

### **11. VICE PRESIDENTS**

11.1 The National Executive Board may appoint a Member to the role of Vice President and allocate a Portfolio to that Vice President provided the Member has the requisite Level of Endorsement. The National Executive Board may revoke the appointment of the Vice President at any time.

11.2 No Vice President will receive any remuneration for his or her services as a Vice President.

11.3 No Vice President will be entitled to appoint an alternate Vice President.

11.4 Each Vice President shall be Chair and head of any Sub-Committee or Council tasked with policy development and formulation in the relevant Portfolio.

11.5 Vice Presidents will not have any powers of the National Executive Board unless the National Executive Board has delegated such powers to them (or to the relevant Sub-Committee or Council) in accordance with this Constitution.

### **12. DIRECTORS REMOVAL, RETIREMENT AND VACANCIES**

12.1 Directors appointed or elected in accordance with this Constitution will hold such office until such time as they resign, retire, are removed from office or the office becomes vacant in accordance with this Constitution.

12.2 At the first Annual Meeting which is at least three (3) years after the registration of the Party at ASIC (the "**First Election Date**") half of the Director positions shall become vacant. If the number of Directors at the First Election Date is an odd number, the Director positions becoming vacant shall be the nearest whole number rounded down, for example, if there are nine (9) Directors then four (4) Director positions shall become vacant.

12.3 Those Director positions which existed at the First Election Date but did not become vacant on the First Election Date shall become vacant at the next Annual Meeting after the First Election Date.

12.4 If the Directors are unable to agree on the particular Director positions which are to become vacant on the First Election Date, then the Directors required to vacate their position shall be determined by drawing lots in a manner determined by the National Executive Board.

12.5 Unless they are removed from office, they resign or the office becomes vacant in accordance with this Constitution, any person elected as a Director at an Annual Meeting on or after the First Election Date shall retire from the office of Director at the Annual

Meeting which is two (2) years after their election.

- 12.6 Directors retiring from office shall be eligible for re-election.
- 12.7 Subject to the Act, the Executive Members may, at any time after the First Election Date, by Special Resolution at an Executive Meeting (or, if so required by the Act, by Special Resolution by voting Members at a Party Meeting) remove any Director and appoint another Executive Member in place of that Director and such appointment shall be for the remainder of the term of the removed Director.
- 12.8 Before a vote of the Executive Members is taken about removing the Director from office in accordance with paragraph 12.7, the Director must be given a full and fair opportunity to show cause why he or she should not be removed from office. A Director has no right of appeal against their removal from office under this rule.
- 12.9 The office of a Director shall become vacant if the person:
- (a) ceases to be a Director by virtue of the Act;
  - (b) acts in any material way contrary to the values and objectives of the Party;
  - (c) becomes bankrupt or makes any arrangement or composition with their creditors generally;
  - (d) becomes prohibited or disqualified from being a member or Director of a company under the Act or by any order made under the Act;
  - (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (f) resigns from office by notice in writing to the Party Secretary or if the Party Secretary is resigning by notice to the President. The resignation takes effect at the time the notice is received by the Party Secretary (or President) or if a later time is stated in the notice, the later time;
  - (g) is not present at three (3) consecutive National Executive Board Meetings without special leave of absence from the National Executive Board or reasonable excuse. In that event the National Executive Board may declare his or her seat to be vacant and call a National Executive Board Meeting to decide on whether he or she should be removed from office;
  - (h) ceases to be a Member or eligible for Membership; or
  - (i) is directly or indirectly interested in any contract or proposed contract with the Party and fails to declare the nature of his interest in the manner required by this Constitution and the Act.
- 12.10 Director vacancies that are unfilled or arise pursuant to paragraph 12.9 or from resignation may be filled by the National Executive Board for the unexpired remainder of the term.
- 12.11 The continuing members of the National Executive Board may act despite a casual vacancy on the National Executive Board.
- 12.12 If due to any vacancy in the National Executive Board, the number of Directors falls below the minimum number of Directors required as prescribed by this Constitution or the Act, then the remaining Directors may continue to act for the sole purpose of calling an Executive Meeting as soon as possible to enable the Executive Members to elect the minimum number of Directors to comply with this Constitution and the Act.

### **13. NATIONAL EXECUTIVE BOARD ROLE, POWER AND ENTITLEMENTS**

- 13.1 Subject to this Constitution and the Act, the National Executive Board has the control and management of the administration, affairs, business, property and funds of the Party. The National Executive Board may formulate the values and priorities of the Party based on the Party's objectives and the Manifesto and Key Policies.

- 13.2 The National Executive Board may exercise all the powers of the Party except any powers that the Act or this Constitution requires the Party to exercise in a Party Meeting or Executive Meeting.
- 13.3 Subject to any contrary provision in this Constitution or the Act, the National Executive Board may make, amend, revoke and implement any By-laws, Codes of Conduct or Charters as the National Executive Board considers appropriate or expedient for any matter relating to the good order, administration, affairs, management, business, structure or governance of the Party (whether or not this Constitution expressly provides for the National Executive Board to exercise such a power in relation to a particular matter).
- 13.4 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Party, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner and by such persons as the National Executive Board determine.
- 13.5 The National Executive Board will cause to be maintained all books of minutes, books of account and other records as may be required by the Act or as determined by the National Executive Board from time to time. The National Executive Board will ensure that all documents that are required to be made available for inspection in accordance with the Act will be so available.
- 13.6 The National Executive Board may engage all such officers and employees as it may consider necessary and regulate their duties and fix their salaries.
- 13.7 The powers of the Party, its Officers and the National Executive Board are ancillary to and exercisable only to pursue the objectives of the Party herein.
- 13.8 The National Executive Board may delegate any of its powers to any person, Council, Group, Vice President or Sub-Committee appointed by the National Executive Board or permitted to operate in accordance with this Constitution. Any such person, Council, Group, Vice President or Sub-Committee must exercise the powers delegated to it in accordance with this Constitution and any directions of the National Executive Board.
- 13.9 Information relating to individual donors, supporters, Members and employees in respect to their individual and personal information will be kept private and confidential unless otherwise required by law.
- 13.10 The National Executive Board has authority to interpret the meaning of these Rules, any By-laws, Codes of Conduct or Charters and any other matter relating to the Party on which the Rules, By-laws, Codes of Conduct or Charters are silent, but any interpretation must have regard to the law.

#### **14. NATIONAL EXECUTIVE BOARD MEETINGS**

- 14.1 All members of the National Executive Board will attend all National Executive Board Meetings.
- 14.2 The National Executive Board will meet at such times and places as may be determined from time to time by it, but must meet at least four times in every financial year.
- 14.3 A member of the National Executive Board may at any time request the Party Secretary call a National Executive Board Meeting. If the Party Secretary receives a written request signed by a member of the National Executive Board the Party Secretary must call a National Executive Board Meeting by giving each member of the National Executive Board, and any other person entitled to attend National Executive Board Meetings under this Constitution, notice of the Meeting within fourteen (14) days after the Party Secretary receives the request. If the Party Secretary is unable or unwilling to call the Meeting, the President must call the Meeting.
- 14.4 A request for a National Executive Board Meeting must state:
  - (a) why the Meeting is called; and
  - (b) the business to be conducted at the Meeting.

- 14.5 A notice of a National Executive Board Meeting must state:
- (a) the day, time and place of the Meeting; and
  - (b) the business to be conducted at the Meeting.
- 14.6 Not less than fourteen (14) days' notice must be given to every member of the National Executive Board of any National Executive Board Meeting specifying the time, place and general nature of the business of such Meeting, but where the President considers an emergency exists he or she may take such steps as he or she considers necessary to notify members of the National Executive Board of the proposed Meeting despite fourteen (14) days' notice not having been given.
- 14.7 A Member who is outside Australia is not required to be notified or attend a National Executive Board Meeting unless he or she gave the Party, in writing, contact details.
- 14.8 Subject to the Act and this Constitution the National Executive Board may run National Executive Board Meetings in any manner it sees fit.
- 14.9 The NMC Chairman may attend National Executive Board Meetings in a consultative role and participate in discussions but has no right to vote.
- 14.10 Each Vice President (in such capacity) is entitled to attend National Executive Board Meetings if matters concerning their Portfolio are to be discussed at the Meeting. A Vice President (in such capacity) has no right to vote at a National Executive Board Meeting.
- 14.11 The President or Party Secretary of the National Executive Board may invite any other person it chooses to attend a National Executive Board Meeting for consultative purposes and that person will have no right to vote.
- 14.12 No business may be conducted at a National Executive Board Meeting unless a Quorum is present. More than half of the members of the National Executive Board as at the close of the last National Executive Board Meeting, but no less than five (5) form a Quorum. If there is no Quorum within thirty (30) minutes after the time fixed for a National Executive Board Meeting called by a member of the National Executive Board the Meeting lapses. If there is no Quorum within thirty (30) minutes after the time fixed for a National Executive Board Meeting called other than on the request of a member of the National Executive Board:
- (a) the Meeting is to be adjourned for at least one (1) day; and
  - (b) the members who are present are to decide the day, time and place of the adjourned Meeting.
- 14.13 If, at an adjourned Meeting there is no Quorum within thirty (30) minutes after the time fixed for the Meeting, the Meeting lapses.
- 14.14 Resolutions and questions arising at a National Executive Board Meeting shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the Chair may determine. Each member of the National Executive Board present at a National Executive Board Meeting is entitled to one (1) vote and, in the event of an equality of votes on any resolution or question, the Chair may exercise a second or casting vote. All resolutions and questions will be determined by majority vote unless a Special Resolution is required. Provided there is a Quorum, a decision reached by vote of those members of the National Executive Board present at a National Executive Board Meeting is treated as the decision of all the National Executive Board.
- 14.15 The President is the Chair of all National Executive Board Meetings.
- 14.16 At a National Executive Board Meeting if no President has been elected as provided in this Constitution or the President is not present within thirty (30) minutes after the time appointed for the holding of the Meeting or is unable or unwilling to act the Deputy President is the Chair, but in the event no Deputy President has been elected as provided by this Constitution or the Deputy President is not present within thirty (30) minutes after the time appointed for the holding of the Meeting or is unable or unwilling to act the members of the National Executive Board present must elect a Director present as Chair.

- 14.17 The National Executive Board may hold a National Executive Board Meeting in person, or by any means provided all parties at the Meeting may be heard by one another throughout the Meeting whether orally or in writing. If a Meeting is not held in person, each of the following conditions must be met:
- (a) each Member must have received notice that the Meeting was to be held;
  - (b) each present Member must announce at the beginning of the Meeting that he or she is present;
  - (c) a member who ceases to be present at the Meeting without obtaining the permission of the Chair before the Meeting commences will not be regarded as being present for the whole Meeting;
  - (d) the National Executive Board must agree on a place where the Meeting will be said to have been held, and at least one (1) of the National Executive Board must be at that place throughout the Meeting; and
  - (e) if this paragraph 14.17 is not observed, the Meeting shall be invalid.
- 14.18 The National Executive Board may pass a resolution in writing without holding a Meeting if the following conditions are met:
- (a) the resolution is set out in a document or documents indicating that a majority of National Executive Board are in favour of it; and
  - (b) all members of the National Executive Board sign the document or documents or identical copies of it or them.
- 14.19 The Resolution will be treated as having been passed at a National Executive Board Meeting held on the day and at the time that the last member of the National Executive Board signs. Two (2) or more separate documents containing statements in identical terms, each of which signed by one (1) or more members of the National Executive Board shall be deemed to constitute one (1) document containing a statement in those terms signed by the National Executive Board.
- 14.20 The National Executive Board must ensure that the minutes of the National Executive Board Meeting record each of the following:
- (a) the names of all members of the National Executive Board who are present;
  - (b) the name of the Chair;
  - (c) details of the proceedings at the Meeting, resolutions passed and other questions voted upon at the Meeting;
  - (d) any appointment of an Officer, Vice President, Director, Executive Position or other position to be appointed by the National Executive Board under this Constitution; and
  - (e) interests declared by any Director in accordance with this Constitution.
- 14.21 The minutes of a National Executive Board Meeting must be signed by the Chair, either at that Meeting or at the following Meeting.
- 14.22 All acts performed or matters resolved by any person acting as an Officer, Director or in an Executive Position will be valid as if that person was validly appointed, notwithstanding the subsequent discovery of some defect in the appointment of such person.

## **15 DECLARING CONFLICTS OF INTEREST**

- 15.1 A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Director must by written notice to the Party Secretary (or the President if the Party Secretary) declare the fact and the nature, character and extent of the conflict:
- (a) at the National Executive Board Meeting at which the proposed contract or arrangement is first discussed; or



- (b) if the interest arises later, at the first National Executive Board Meeting after he or she becomes aware of the interest.
- 15.2 If a Director gains a personal interest in a contract or arrangement which the Party has already entered into, he or she must declare that interest at the first National Executive Board Meeting after he or she becomes aware of that interest.
- 15.3 If, because a Director is a member of a partnership, or a director or member of another entity, or is in a position to control another entity, he or she will be personally interested in any of the Party's contracts or arrangements with that partnership, company or entity, he or she must give the other members of the National Executive Board a written notice declaring his or her relationship to that partnership or entity and his or her consequent interest in all contracts or arrangements with it. The notice is a sufficient declaration of interest in relation to any future contracts or arrangements with that partnership, company or entity.
- 15.4 If all the other Directors are aware that a Director is a member of a partnership, or a director or member of another company, or is in a position to control another entity, that fact has the same effect as if the Director had given the other National Executive Board written notice under paragraph 15.3 at the time all of them as a group first became aware of it.
- 15.5 A Director who has a direct or indirect interest in a contract or proposed contract with the Party (other than as a Member) in a matter that is being considered at a National Executive Board Meeting:
  - (a) must not be counted in a Quorum;
  - (b) must not vote on the matter; and
  - (c) must not be present while the matter is being considered at the Meeting.

## **16 POWER OF ATTORNEY**

- 16.1 The National Executive Board may by power of attorney appoint any person to be an attorney of the Party for any purpose, with such powers authorities and discretions (not exceeding those vested in or exercisable by the National Executive Board under this Constitution), for such period and subject to such conditions as they think fit.
- 16.2 A power of attorney given under paragraph 16.1 may contain such provisions for the protection and convenience of persons dealing with the attorney as the National Executive Board think fit and may also authorise the attorney to delegate any of the powers, authorities and discretions vested in him or her.

## **17 SUB-COMMITTEES**

- 17.1 The National Executive Board may appoint a sub-committee of the National Executive Board consisting of Members of the Party, employees of the Party or selected advisors or consultants ("**Sub-Committee**"), and delegate any of their powers to it. The National Executive Board may impose any limitations they choose on the Sub-Committee and revoke any of the powers of a Sub-Committee. The Sub-Committee must observe those limitations and immediately cease exercising any powers that have been revoked.
- 17.2 The Sub-Committee must exercise the powers delegated to it in accordance with any directions of the National Executive Board. The exercise of a power of a Sub-Committee is as effective as if the National Executive Board had exercised it.
- 17.3 The delegation must be noted in the Party's minuted book or Party Secretary file.
- 17.4 A member of a Sub-Committee who is not an Executive Member or Vice President is not entitled to vote at a Sub-Committee meeting unless the National Executive Board determines otherwise when establishing the Sub-Committee.
- 17.5 A question arising at a Sub-Committee meeting is to be decided by a majority vote of those members of the Sub-Committee entitled to vote and present at the meeting and, if the votes are equal, the Chair may exercise a second or casting vote.

- 17.6 Subject to paragraph 17.6, a Sub-Committee may elect a Chair, a Deputy Chair and an Administrator for directing and organising its meetings and activities.
- 17.7 Subject to paragraph 18.5, the National Executive Board may determine who the Chair, Deputy Chair and Administrator of Sub-Committee meetings shall be and may revoke at any time the appointment of any Chair howsoever appointed.
- 17.8 If a Chair or Deputy Chair is not elected or appointed in accordance with this Constitution, or if the Chair or Deputy Chair is not present within ten (10) minutes after the time fixed for a meeting, the Sub-Committee members present may choose one (1) of their number to be Chair unless the National Executive Board has appointed an alternative Chair and if so, that person, if present within ten (10) minutes after the time fixed for a meeting shall be Chair.
- 17.9 A Sub-Committee may meet and adjourn as it considers appropriate and necessary for its purpose.

## **18 STANDING AND TEMPORARY PARTY COMMITTEES**

- 18.1 The National Executive Board may establish Standing Party Committees and Temporary Party Committees to perform a defined set of tasks on behalf of the Party. A Standing Party Committee or Temporary Party Committee will be a Sub-Committee of the Party if the National Executive Board has delegated any of its powers to it and will be a Council if the National Executive Board has not delegated any of its powers to it and the Standing Party Committee or Temporary Party Committee is established for advisory purposes only.
- 18.2 Any five (5) Members may propose to the National Executive Board (in writing addressed to the Party Secretary) that a Standing Party Committee or Temporary Party Committee be appointed for a particular purpose.
- 18.3 The National Executive Board shall consider a Member proposed Standing Party Committee or Temporary Party Committee at its next National Executive Board Meeting after the Party Secretary has received written notice in accordance with paragraph 18.2.
- 18.4 Standing Party Committees:
- (a) will be appointed to consider any matters of an ongoing nature; and
  - (b) as part of their establishment have no determined termination date.
- 18.5 If the Standing Party Committee relates to a Portfolio or to the role of a particular Executive Position, then the Standing Party Committee must include as a member, and be chaired by the relevant Vice President or holder of that Executive Position.
- 18.6 The National Executive Board may at any time terminate, revoke or amend the powers, functions and purpose of a Standing Party Committee.
- 18.7 Temporary Party Committees:
- (a) will be appointed to consider any matters of a temporary nature; and
  - (b) as part of their establishment must have a defined expiry whether that is by date, event or other trigger.
- 18.8 The National Executive Board may at any time terminate, revoke or amend the powers, functions and purpose of a Temporary Party Committee.

## **19 PORTFOLIOS**

- 19.1 The National Executive Board may establish a Sub-Committee or Council for the purpose of policy development and administration of a Portfolio or otherwise appoint only a Vice President for this purpose. Any Vice President, Sub-Committee or Council allocated a Portfolio will be responsible for developing and formulating policy for that Portfolio on behalf of the Party consistent with the Party's values, objectives and priorities and subject to final approval by the National Executive Board.

- 19.2 The National Executive Board may establish By-laws that detail the protocols and processes for Vice Presidents to advise and make recommendations to the National Executive Board on matters relating to their allocated Portfolio.

## **20 NATIONAL MEMBERS COUNCIL**

- 20.1 The Party shall establish a National Members Council to provide a forum for Members to meet, provide feedback and forward recommendations, concerns and issues for consideration by the National Executive Board.
- 20.2 The National Members Council shall meet for the first time no later than twelve (12) months after the Federal election following the 2013 Federal election and then once each year following in the same month of the year as the first Meeting unless otherwise agreed by the National Executive Board.
- 20.3 All Members shall be entitled to attend National Members Council Meetings unless they have been prohibited from attending by the NMC Chairman or the National Executive Board.
- 20.4 Each Member of the Party, with the exception of Social Members are entitled to a single vote on any matter requiring a vote of the National Members Council. Social Members shall be entitled to attend and otherwise participate in National Members Council Meetings.
- A Member who is otherwise entitled to vote is not entitled to vote at a National Members Council Meeting if their annual subscription is more than two (2) months in arrears at the date of the Meeting.
- 20.5 The National Executive Board may prohibit a Member from attending a National Members Council Meeting if it reasonably believes that the safety or security of any other Member is threatened by their attendance or that the prohibited Member's presence would not be conducive to the business or good order of the Meeting.
- 20.6 In the event that the National Executive Board has not been able to consider prohibiting a Member from a National Members Council Meeting due to time constraints, the NMC Chairman (if one has been appointed) may at their absolute discretion prohibit any Member from attending a National Members Council Meeting.
- 20.7 At the commencement of the first National Members Council Meeting the positions of NMC Chairman, NMC Secretary and NMC Speaker (the "**NMC Positions**") shall be elected from amongst the Members entitled to vote.
- 20.8 The NMC Chairman, NMC Secretary and NMC Speaker shall hold their NMC Position for one (1) year. At each National Members Council Meeting each NMC Position shall become vacant and an election of the NMC Positions held again. Those Members previously elected to NMC Positions may stand for re-election.
- 20.9 If the Members have not elected any of the NMC Positions for any reason then the National Executive Board will appoint that NMC Position.
- 20.10 To be eligible for an NMC Position the candidate or appointee must be an Ordinary Member or Executive Member and have the requisite Level of Endorsement.
- 20.11 The role of the NMC Chairman is to chair National Members Council Meetings, to act as a conduit between the Membership and the National Executive Board and to act as a mediator in the event that Members are not satisfied how their concerns have been dealt with by the National Executive Board.
- 20.12 The role of the NMC Secretary is to assist the NMC Chairman in his or her duties, particularly in an administrative capacity and to keep records of all correspondence between the National Members Council and the National Executive Board.
- 20.13 The role of the NMC Speaker is to assist the NMC Chairman in his or duties, particularly in the role of communications with Members, and to act as a Master of Ceremony at National Members Council Meetings.

20.14 Subject to paragraph 20.15, all Members present at a National Members Council Meeting shall have the right to participate in discussions regarding any matter of concern to that Member.

20.15 The National Executive Board may establish By-laws or a Code of Conduct for:

- (a) the conduct and administration of the National Members Council;
- (b) the election of each NMC Position;
- (c) the manner in which the National Members Council's advice and recommendations are received by the National Executive Board; and
- (d) the conduct of National Members Council Meetings including the time limits of such Meetings and the protocols and processes for the raising of questions, concerns, recommendations and issues. This may include submitting Member questions, concerns, recommendations and issues in writing a minimum time prior to the Meeting.

## **21 ELECTORATE SUPPORT GROUPS**

21.1 Three (3) or more Members may form an Electorate Support Group within the boundaries of their Federal Electorate.

21.2 An Electorate Support Group must endeavour to:

- (a) promote the values and objectives of the Party within their Federal Electorate;
- (b) establish a support base within their Federal Electorate and encourage suitable persons to become Members of the Party;
- (c) highlight, encourage and develop suitable persons for nomination as the Party's Candidates; and
- (d) promote and publicise the Party in the lead up to Federal, State, Territory or Local elections and on election days where the Party has a Candidate in that particular election.

21.3 The National Executive Board shall establish By-laws for the conduct and administration of Electorate Support Groups, the protocols and processes they are to follow and the manner in which their advice and recommendations are received by the National Executive Board.

21.4 Each Electorate Support Group must nominate a Member as ESG Leader, ESG Deputy Leader and ESG Administrator (the "**ESG Positions**"). A Member who is nominated or appointed to an ESG Position must have the requisite Level of Endorsement.

21.5 The role of the ESG Leader is to organise, direct and lead activities of the Electorate Support Group in accordance with the By-laws established by the National Executive Board.

21.6 The role of the ESG Deputy Leader is to assist the ESG Leader in his or her duties, and perform the role of ESG Leader upon absence or resignation of the ESG Leader.

21.7 The role of the ESG Administrator is to perform administrative tasks on behalf of the Electorate Support Group, keep records and manage communications between the Electorate Support Group and the National Executive Board and other bodies established by the Party.

21.8 The National Executive Board must approve:

- (a) the establishment of each Electorate Support Group;
- (b) the nomination, or if only one Member has nominated for a role, the appointment, of each Member to an ESG Position; and
- (c) the existence of an Electorate Support Group if all ESG Positions have not been filled.

21.9 The National Executive Board has the power at all times to:

- (a) delegate any of its powers to an Electorate Support Group and amend or revoke the powers delegated to it;
- (b) disband, dissolve, suspend or investigate the activities of an Electorate Support Group; and
- (c) remove, suspend or investigate the activities of any Member involved with an Electorate Support Group including but not limited to those Members appointed to an ESG Position.

## **22 EXECUTIVE ADVISORY COUNCIL**

- 22.1 The National Executive Board may establish an Executive Advisory Council including its terms of reference, membership, operations and functions.
- 22.2 The Executive Advisory Council will consist of individuals with specialised talents and knowledge who are appointed to advise the National Executive Board on any particular matter relating to the Party's values, objectives, priorities and purpose.
- 22.3 Members of the Executive Advisory Council may sit as a group at particular times or be a collection of persons acting in an individual capacity and providing strategic advice and input to the National Executive Board as and when required.
- 22.4 A member of the Executive Advisory Council does not need to be a Member of the Party.
- 22.5 The National Executive Board does not need to establish an Executive Advisory Council or appoint a person to the Executive Advisory Council to solicit or seek advice from persons who are not Members of the Party.

## **23 ANNUAL MEETING**

- 23.1 A Party Meeting, to be called the Annual Meeting, will be convened at least once in every calendar year.
- 23.2 The first Annual Meeting must be held within six (6) months after the end date of the Party's First Financial Year.
- 23.3 Each subsequent Annual Meeting must be held at least once each year and within six (6) months after the end date of the Party's Financial Year.
- 23.4 The following business must be conducted at each Annual Meeting of the Party:
  - (a) receiving the Party's financial statements, and audit report, for the last reportable financial year;
  - (b) presenting the financial statements and audit report to the Meeting for adoption;
  - (c) if applicable, electing any available Director positions; and
  - (d) appointing an Auditor or an accountant for the present financial year and fixing its remuneration.
- 23.5 The Annual Meeting may conduct any other business:
  - (a) of which notice has been given in accordance with this Constitution;
  - (b) which is not designated as business of the National Executive Board or the Executive Members under this Constitution; or
  - (c) which is required to be transacted by the Act.
- 23.6 The Chair of the Annual Meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask:
  - (a) questions about or make comments on the direction, management and priorities of the Party; and

- (b) the Auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's report.
- 23.7 Where practicable the Annual Meeting should be held together with the National Members Council Meeting and if so, the requirements of paragraph 23.6(a) can be fulfilled in the National Members Council Meeting.

## **24. PARTY MEETINGS**

- 24.1 The National Executive Board may convene a Party Meeting whenever it sees fit and must convene a Party Meeting when required to convene a general meeting under the Act.
- 24.2 A Party Meeting must be held in accordance with the provisions for general meetings under the Act but, in any case, not later than two (2) months after the receipt by the Party Secretary of the request.
- 24.3 A Member requested Party Meeting must:
- (a) state the objectives of the Meeting;
  - (b) state details of any resolution to be voted on at the Meeting;
  - (c) be signed by the Members requesting the Meeting; and
  - (d) be delivered to the Party Secretary.

The request may consist of several documents in like form each signed by one or more of the relevant Members.

- 24.4 Subject to the provisions of the Act as to short notice, at least twenty-one (21) days' notice of a Party Meeting must be given in writing to each Member entitled to vote at the Meeting and to the Party's Auditor.
- 24.5 The Party Secretary may give the notice of Meeting to a Member:
- (a) personally;
  - (b) by sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member;
  - (c) by sending it to the electronic address (if any) nominated by the Member;
  - (d) by sending it by other electronic means (if any) nominated by the Member; or
  - (e) by notifying the Member in accordance with the following:
    - (i) in the event that the Member nominates an electronic means ("designated notice means") by which the Member may be notified that notices of Meeting are available; and
    - (ii) an electronic means ("designated access means") the Member may use to access notices of meeting,the Party Secretary may give the Member notice of the meeting by notifying the Member (using the designated notice means),
    - (iii) that the notice of Meeting is available; and
    - (iv) how the Member may use the designated access means to access the notice of Meeting.

- 24.6 A notice of Meeting sent by post is taken to be given five (5) days after it is posted.
- 24.7 Except as otherwise provided herein, a notice of Meeting given to a Member is taken to be given on the Business Day after it is sent.
- 24.8 A notice of Meeting given to a Member is not effective if in the case of service by electronic mail, the Party Secretary's computer reports that delivery has failed or in either case the addressee notifies the Party Secretary immediately that the notice was not fully received in

a legible form.

- 24.9 Subject to the Act and this Constitution where a specified number of days' notice extending over any period is required to be given, the day of service is excluded, and the day upon which the notice expires is included.
- 24.10 A notice of a Party Meeting must:
- (a) set out the place, date and time for the Meeting (and, if the Meeting is to be held in two (2) or more places, the technology that will be used);
  - (b) state the general nature of the Meeting's business;
  - (c) if a resolution is to be proposed at the meeting, set out an intention to propose the resolution and state the resolution and type of Resolution;
  - (d) be worded and presented in a clear, concise and effective manner; and
  - (e) contain a statement setting out the following information:
    - (i) that the Member has a right to appoint a proxy; and
    - (ii) that the proxy need not be a Member of the Party.
- 24.11 Any Party Meeting will be deemed not to be duly convened if the procedures in this paragraph 24 for requesting and providing notice of the Meeting are not complied with.
- 24.12 When a Meeting is adjourned for ten (10) days or more, notice of the adjourned meeting must be given as in the case of an original Meeting, except that it will not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned Meeting.
- 24.13 The President, if present, presides as Chair at every Party Meeting. Where a Party Meeting is held and there is no President or the President is not present within fifteen (15) minutes after the time appointed for the holding of the Meeting or is unwilling to act, the Deputy President if present presides as Chair or, if the Deputy President is not present within fifteen (15) minutes after the time appointed for the holding of the Meeting or is unwilling to act or has not been appointed, the Members present may appoint any one of their number to be Chair provided that the Chair must come from the highest ranking Member present where Class A Membership is the highest rank and Class D Membership is the lowest rank.
- 24.14 No business shall be transacted at any Party Meeting unless a Quorum of Members is present at the time when the Meeting proceeds to business. A Quorum constitutes 20% in number of current Members entitled to vote at the Meeting and present in person or by duly appointed proxy or attorney but no less than five (5) Members.
- 24.15 If a Quorum is not present within thirty (30) minutes after the specified time for the Meeting where the Meeting was requested by Members, the Meeting is dissolved or in any other case, the Meeting is adjourned to the date, time and place the National Executive Board specifies. If the National Executive Board does not specify one (1) or more of those things, the Meeting is adjourned to, if the date is not specified, the same day in the next week, if the time is not specified, the same time, and if the place is not specified, the same place.
- If no Quorum is present at the resumed Meeting within thirty (30) minutes after the time for the Meeting, the Members entitled to vote who are present will constitute a Quorum.
- 24.16 The Chair may with the consent of any Meeting at which a Quorum is present, and must if so directed by the Meeting, adjourn the meeting. Only unfinished business is to be transacted at a Meeting resumed after an adjournment.
- 24.17 A Member who is otherwise entitled to vote is not entitled to vote at a Party Meeting if their annual subscription is more than two (2) months in arrears at the date of the Meeting or the postponed or adjourned Meeting.
- 24.18 At any Party Meeting, each Member present and entitled to vote has one (1) vote on a show of hands and on a poll. The vote may be exercised in person or by proxy or attorney.

- 24.19 A resolution put to the vote at a Party Meeting must be decided on a show of hands unless a poll is demanded. On a show of hands, a declaration by the Chair is conclusive evidence of the result.
- 24.20 A poll may be demanded on any resolution by:
- (a) the Chair;
  - (b) at least 5% of the Members present and entitled to vote on the resolution in person or by proxy; or
  - (c) otherwise in accordance with the Act.
- A demand for a poll may be withdrawn.
- 24.21 The poll may be demanded:
- (a) before a vote is taken;
  - (b) before the voting results on a show of hands are declared; or
  - (c) immediately after the voting results on a show of hands are declared.
- 24.22 Unless otherwise required by this Constitution or the Act, all resolutions at a Meeting are Ordinary Resolutions.
- 24.23 A poll on the election of a Chair or on the question of an adjournment must be taken immediately. A poll demanded on a matter other than the election of a Chair or the question of an adjournment must be taken when and in the manner the Chair directs.
- 24.24 The demand for a poll does not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.
- 24.25 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair has a casting vote in addition to any vote he or she may have in his or her capacity as a Member or proxy. The Chair has a discretion both as to use of the casting vote and as to the way in which it is used.
- 24.26 A challenge to a right to vote at a Party Meeting may only be made at the Meeting; and must be determined by the Chair, whose decision is final. A vote not disallowed following the challenge is valid for all purposes.
- 24.27 This paragraph applies to resolutions which the Act, or this Constitution, requires or permits to be passed at a Party Meeting, except a resolution under section 329 of the Act to remove an Auditor. The Party may pass a resolution without a Party Meeting being held if all the Members 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.
- Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Member signs.

## **25. EXECUTIVE MEETINGS**

- 25.1 An Executive Meeting:
- (a) may be convened by the National Executive Board; and
  - (b) must be convened:
    - (i) if more than 10% of Executive Members request an Executive Meeting in writing to the Party Secretary; or
    - (ii) where this Constitution requires an Executive Meeting to determine a matter.
- 25.2 An Executive Meeting must be held not later than two (2) months after the receipt by the Party Secretary of the request or within any timeframe required by this Constitution.
- 25.3 An Executive Member requested Executive Meeting must:



- (a) state the objectives of the Meeting;
- (b) state details of any resolution to be voted on at the Meeting;
- (c) be signed by the Executive Members requesting the Meeting; and
- (d) be delivered to the Party Secretary.

The request may consist of several documents in like form each signed by one or more of the relevant Executive Members.

- 25.4 At least twenty-one (21) days' notice of an Executive Meeting must be given in writing to each Executive Member entitled to vote at the Meeting.
- 25.5 Paragraphs 24.5 to 24.12 apply to Executive Meetings as though reference to Party Meetings is reference to Executive Meetings and reference to Members is reference to Executive Members.
- 25.6 The President, if present, presides as Chair at every Executive Meeting. Where an Executive Meeting is held and there is no President or the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy President if present presides as Chair or, if the Deputy President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act or has not been appointed, the Executive Members present may appoint any one of their number to be Chair.
- 25.7 No business shall be transacted at any Executive Meeting unless a Quorum of Executive Members is present at the time when the meeting proceeds to business. A Quorum constitutes five (5) Executive Members entitled to vote at the Meeting in person or by duly appointed proxy or attorney.
- 25.8 If a Quorum is not present within thirty (30) minutes after the specified time for the Meeting where the Meeting was called by the Executive Members, the Meeting is dissolved or in any other case, the Meeting is adjourned to the date, time and place the National Executive Board specifies. If the National Executive Board does not specify one (1) or more of those things, the meeting is adjourned to, if the date is not specified, the same day in the next week, if the time is not specified, the same time, and if the place is not specified, the same place.  
  
If no Quorum is present at the resumed Meeting within thirty (30) minutes after the time for the Meeting, the voting Executive Members present will constitute a Quorum.
- 25.9 Paragraphs 24.17 to 24.28 apply to Executive Meetings as though reference to Party Meetings is reference to Executive Meetings and reference to Members is reference to Executive Members.
- 25.10 The Executive Members may pass a resolution without an Executive Meeting being held if all the Executive Members 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. Separate copies of a document may be used for signing by Executive Members if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Executive Member signs.
- 25.11 Nothing in this Constitution prevents a Party Meeting and an Executive Meeting being held at the same time and in the same place provided that resolutions of each meeting are voted on separately and separate minutes are recorded.

## **26. PROXIES**

- 26.1 A Member who is entitled to vote at a Party Meeting or Executive Meeting may appoint any person as a proxy to represent, and to vote for, the Member at a Meeting. The proxy has the same rights at the Meeting as the Member would have had, except to the extent that the document appointing the proxy limits them.
- 26.2 The document appointing a proxy must:

- (a) state the Members name and address;
  - (b) state the Members name;
  - (c) state the proxy name; and
  - (d) be signed by the Member and his or her authorised proxy .
- 26.3 If a Member wants to direct how the Member's proxy is to vote on a particular resolution, the document appointing the proxy must state such direction.
- 26.4 A proxy appointed to attend and vote for a Member has the same rights as the Member:
- (a) to speak at the meeting;
  - (b) to vote but only to the extent permitted by the appointment, and
  - (c) to join in a demand for a poll.
- 26.5 A document appointing a proxy (and any power of attorney under which it is signed, or a certified copy of that power) must be received by the Party Secretary at least forty-eight (48) hours before the time of the Meeting, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll. If the document is not received on time, the proxy cannot vote at the Meeting.
- 26.6 A document appointing a proxy is deemed to be received when it is received at any of the following:
- (a) the Party 's registered office; or
  - (b) a fax number at the Party 's registered office; or
  - (c) a place, fax number or electronic address specified for the purpose in the notice of the Meeting.
- 26.7 A vote made under a proxy is not made invalid by the following facts unless the Party receives written notice of the fact before the commencement of the Meeting:
- (a) the Member has died; or
  - (b) the Member has become mentally unfit to vote; or
  - (c) the proxy or power has been revoked.

## **27. MINUTES**

- 27.1 The National Executive Board must ensure that the minutes of any Party Meeting or Executive Meeting record the following:
- (a) the names of all members of the National Executive Board who are present;
  - (b) the name of the Chair;
  - (c) the names of all Members who are present;
  - (d) details of the proceedings at the Meeting and resolutions passed at the meetings, and
  - (e) any appointment of an Officer, Candidate or other position that can be appointed under this Constitution or the Act.
- 27.2 The minutes of an Annual Meeting, other Party Meeting or Executive Meeting must be signed by the Chair, either at that Meeting or at the following Meeting.
- 27.3 The Party Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Annual Meeting, other Party Meeting and Executive Meeting are entered in a minute book.

- 27.4 To ensure the accuracy of the minutes, the minutes of each Party Meeting (including Annual Meetings) or Executive Meeting must be signed by the Chair, or the Chair of the next Party Meeting or Executive Meeting (as the case may be), verifying their accuracy.
- 27.5 If asked by a Member of the Party, the Party Secretary must, within twenty-eight (28) days after the request is made:
- (a) make the minute book for a particular Party Meeting (including an Annual Meeting) or Executive Meeting available for inspection by the Member at a mutually agreed time and place; and
  - (b) give the Member copies of the minutes of the Meeting.
- 27.6 The Party may require a Member to pay the reasonable costs of providing copies of the minutes.

## **28. MEMBERSHIP**

28.1 The Members of the Party are:

- (a) the persons who become Members upon registration of the Party at ASIC in accordance with the Act; and
- (b) any other person the National Executive Board admits to Membership in accordance with this Constitution,

until such time as that person ceases to be a Member in accordance with this Constitution.

### **28.2 Classes of Membership**

There will be the following classes of Membership:

(a) **Executive Membership or “Class A” Membership**

Executive Membership is open to:

- (i) the Foundation Members, who shall automatically be Class A Members upon registration of the Party at ASIC; and
- (ii) other persons who:
  - 1. meet the requirements of Party Membership;
  - 2. have actively contributed to the Party as a Class B Member for a substantial period of time (as determined by the National Executive Board); and
  - 3. have been invited and approved by the National Executive Board for Executive Membership.

(b) **Ordinary Membership or “Class B” Membership**

Ordinary Membership is open to persons who:

- (i) meet the requirements of Party Membership;-
- (ii) wish to become involved in the administration or leadership of the Party;
- (iii) have served for a substantial period of time (as determined by the National Executive Board) as a Party Member and have actively contributed to the Party over the course of their Membership; and
- (iv) are invited and approved by the National Executive Board for Ordinary Membership.

(c) **Party membership or “Class C” Membership**

Party Membership is open to persons who:

- (i) Are over 18 years of age and have paid the entrance fee and annual subscription as determined by the National Executive Board from time to time;
- (ii) share the Party's values, believe in its objectives and abide by the Rules including any By-laws, Charters or Codes of Conduct established by the National Executive Board pursuant to this Constitution;
- (iii) are of good fame and character;
- (iv) are an Australian citizen or a British subject who was registered on the Australian electoral roll before 1984;
- (v) are enrolled on the Commonwealth and any State or Territory electoral roll;
- (vi) do not have a residential address different to that described in the Commonwealth and State or Territory electoral roll;
- (vii) are not a member of another political party and agree not to join another political party whilst a member of the Party; and
- (viii) are not a member of any other organisation that the National Executive Board determines to be opposed to the values or objectives of the Party.

(d) **Social Membership or "Class D" Membership**

Social Membership is open to persons who:

- (i) Are over 18 years of age and have paid the entrance fee and annual subscription as determined by the National Executive Board from time to time;
- (ii) share the Party's values, believe in its objectives and abide by the Rules including any By-laws, Charters or Codes of Conduct established by the National Executive Board pursuant to this Constitution;
- (iii) are of good fame and character;
- (iv) are not a member of another political party and agree not to join another political party whilst a member of the Party; and
- (v) are not a member of any other organisation that the National Executive Board determines to be opposed to the values or objectives of the Party.

(e) **Life membership**

The National Executive Board may admit for Life Membership any Member who, in the opinion of the National Executive Board, is regarded worthy of Life Membership by reason of their outstanding and meritorious service to the Party. A Life Member is entitled for life, unless he or she ceases to be eligible for Membership (for any reason), to all the privileges of Membership without the payment of any further subscriptions.

(f) **Other Membership**

The National Executive Board may establish other classes of Membership and the conditions for becoming a Member in any such class.

28.3 Without limitation to the requirements of Membership outlined above the National Executive Board may determine the requirements for eligibility for any class of Membership from time to time and may specify those requirements in a Code of Conduct as adopted by the National Executive Board from time to time.

**28.4 Rights of Members**

- (a) All Members of the Party will be subject to the obligations and duties, and benefits and privileges, of Membership as outlined in this Constitution and the Act.
- (b) All Members shall be entitled to receive notices of, and attend at, any Party Meeting.

- (c) Only Class A Members shall be entitled to vote on any resolution moved or question raised at a Party Meeting or Executive Meeting.
- (d) Class A Members shall each have one (1) vote on any matter requiring a vote at a Party Meeting or Executive Meeting.
- (e) The rights and privileges of a Member will not be transferable to any other person and will cease on a Member's death, resignation as a Member or other cessation of Membership in accordance with this Constitution.
- (f) All Members are bound by:
  - (i) this Constitution;
  - (ii) any By-laws made by the National Executive Board;
  - (iii) any Code of Conduct approved by the National Executive Board; and
  - (iv) any Charter established or enacted by the National Executive Board.
- (g) A Member must:
  - (i) not use information obtained from the register of Members of the Party to contact, or send material to, another Member of the Party for a commercial purpose;
  - (ii) not provide information obtained from the register of Members of the Party to any other person for any purpose unless compelled by law;
  - (iii) ensure that any confidential information they may gain as Members will remain confidential; and
  - (iv) not engage in conduct that is violent, threatening, disrespectful or manipulative.
- (h) The maximum number of Social Members and Party Members is unlimited. The National Executive Board may limit the number of Members in other classes of Membership.

#### **28.5 New Membership**

- (a) An application for Membership must be in writing and in the form determined by the National Executive Board.
- (b) It is the responsibility of any individual applicant or Member to ensure that any Membership application or renewal is received by the Party Secretary;

#### **28.6 Membership fees**

- (a) The National Executive Board shall fix the entrance fee payable by an applicant and the annual subscription for all classes of Membership. The National Executive Board may not deal with any application for Membership unless the entrance fee and subscription payable in respect of the application has been received by the Party.
- (b) The entrance fee and annual subscription for each class of Membership is payable when, and in the way, the National Executive Board decides

#### **28.7 Admission and rejection of new Members**

- (a) The National Executive Board must consider an application for Membership at the next National Executive Board Meeting held after it receives the:
  - (i) application for Membership; and
  - (ii) appropriate entrance fee for the application.
- (b) The National Executive Board must decide at the Meeting whether to accept or reject the application.
- (c) If a majority of the National Executive Board present at the Meeting vote to accept the applicant as a Member and provided the applicant meets the criteria for that class of Membership, the applicant must be accepted as a Member for the class of Membership applied for. If the applicant does not meet the criteria for the class of

Membership applied for the National Executive Board may admit the applicant to another class of Membership for which the applicant does meet the criteria without requiring the applicant to re-apply for Membership.

- (d) Notwithstanding any provision of this Constitution, the National Executive Board may in its absolute discretion admit or reject any applicant for any class of Membership without the necessity of assigning any reason therefore. If the applicant is not admitted to any Membership in due course, all monies paid by him or her to the Party must be returned forthwith in full or in the case of being admitted to an alternative form of Membership the difference between what the member paid and what the entrance fee for that class of Membership was at the time of application.
- (e) The Party Secretary must, as soon as practicable after the National Executive Board decides to accept or reject an application, give the applicant a written notice of the decision.

#### **28.8 When Membership Ends**

- (a) A Member may resign from the Party by giving a written notice of resignation to the Party Secretary.
- (b) The resignation takes effect at:
  - (i) the time the notice is received by the Party Secretary; or
  - (ii) if a later time is stated in the notice, the later time.
- (c) The National Executive Board may terminate a Member's Membership, or if it decides in its absolute discretion, change the class of Membership of the Member, if the Member:
  - (i) does not comply with any provision of these Rules, any By-laws, Charter or Code of Conduct; or
  - (ii) has subscription fees in arrears for at least two (2) months; or
  - (iii) does not meet the eligibility criteria for their particular class of Membership; or
  - (iv) conducts himself or herself in a way considered to be injurious or prejudicial to the values, character, objectives, reputation or interests of the Party.
- (d) Before the National Executive Board terminates a Member's Membership, the National Executive Board must give the Member a full and fair opportunity to show why the Membership should not be terminated.
- (e) If, after considering all representations made by the Member, the National Executive Board decides to terminate the Membership, the Party Secretary must give the Member a written notice of the decision.
- (f) The National Executive Board may suspend a Member's Membership with immediate effect if the further presence of the Member at meetings, on premises owned, leased or rented by the Party, or his or her further participation in Party-internal communication is likely to cause a considerable disruption, a security risk, a breach of privacy, or otherwise poses a present risk to other Members.
- (g) In the circumstances described in paragraph 28.7(f), any member of the National Executive Board and the NMC Chairman has the power at all times to remove any Member from any meeting or from Party property or premises.

#### **28.9 Register of Members**

- (a) The National Executive Board must keep a Register of Members of the Party.
- (b) The Register of Members must include the following particulars for each Member:
  - (i) the class of Membership of the Member;

- (ii) the full name of the Member;
  - (iii) the postal or residential address of the Member;
  - (iv) the date of admission as a Member;
  - (v) the date of death or time of resignation of the Member;
  - (vi) details about the termination or reinstatement of Membership; and
  - (vii) any other particulars the National Executive Board decide.
- (c) Subject to paragraph 28.8(e), the Register of Members must be open for inspection by Members at all reasonable times.
  - (d) A Member must contact the Party Secretary to arrange an inspection of the Register of Members.
  - (e) The National Executive Board may, on the application of a Member, withhold information about the Member (other than the Members full name) from the Register of Members available for inspection if the Member has reasonable grounds for believing the disclosure of the information would expose the Member to personal harm or disadvantage.

## **29. SELECTION OF CANDIDATES AND POSITIONS**

- 29.1 Where this Constitution requires or permits any endorsement or election to take place, whether it be for the selection of Candidates or of Members to any office, Sub-Committee, Group, Council or other position, the National Executive Board shall, if there is no provision in this Constitution dealing with the election procedures or no By-laws are already in place, within 30 days of any such endorsement or election taking place establish By-laws in relation to the conduct of such endorsement or election including as to the use of proxies and provided always that the National Executive Board shall foremost consider the values and objectives of the Party when establishing such By-laws.
- 29.2 Notwithstanding paragraph 29.1 but subject to paragraph 29.3, the National Executive Board retains the power to appoint and determine who are to be Candidates and how Candidates for any public political office will be selected.
- 29.3 If the National Executive Board has established a particular Electorate Support Group in a Federal Electorate then the National Executive Board must permit that Electorate Support Group to nominate Candidates for consideration by the National Executive Board or any Sub-Committee or other body established by the National Executive Board to select Candidates in that Federal Electorate (including for elections in State, Territory or Local elections included or partly included in that Federal Electorate).

## **30. ELECTED MEMBERS OF PARLIAMENT**

A Member who is an elected member of any Local council, State, Territory or Federal Parliament is bound to adhere to the values and objectives as well as formalised policies of the Party.

## **31. PARTY SEAL**

- 31.1 The Party shall have a Seal, unless otherwise resolved by the Executive Members in an Executive Meeting, and the Seal shall be the 'signature' of the Party. The Party Secretary must ensure that the Seal is stored safely. The Seal must only be used with the consent of the National Executive Board.
- 31.2 The Party may have a duplicate Seal.
- 31.3 Every document to which the Seal is affixed shall be signed by a Director and be countersigned by another Director.

## **32. ACCOUNTING AND OTHER RECORDS**

- 33.1 The National Executive Board must ensure that proper accounting and other records are kept, and that financial reports and other reports are prepared and distributed in accordance with the requirements of the Act.
- 33.2 The National Executive Board must ensure the safe custody of books, documents, instruments of title and securities of the Party.
- 33.3 Members are only entitled to inspect Party records and documents if they are expressly entitled to do so by the Act, this Constitution or by a resolution passed at an Executive Meeting. If entitled to inspect Party records and documents, the National Executive Board will arrange for the Party's records and documents to be available for inspection by Members at the times, and on the condition, that the National Executive Board decide.

### **33. AUDITOR**

The appointment, removal or replacement of the Party's Auditor shall be in accordance with the Act.

### **34. FUNDS AND ACCOUNTS**

- 34.1 The funds of the Party must be kept in an account in the name of the Party in a financial institution decided by the National Executive Board.
- 34.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Party.
- 34.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 34.4 A payment by the Party of \$100 or more must be made by cheque or electronic funds transfer by an Officer authorised by the National Executive Board.
- 34.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by two (2) authorised Directors who are nominated as authorised signatories by the National Executive Board and provided those two (2) Directors are not Related Parties. If the payment is made by electronic funds transfer the Officer authorised by the National Executive Board requires the written or emailed permission of at least two (2) authorised Directors who are nominated as authorised Directors by the National Executive Board for this purpose and provided those two (2) Directors are not Related Parties.
- 35.6 The Party shall maintain a register of all commitments made by third parties to make in kind donations of goods and services to the Party. The Party shall take all reasonable steps to safeguard any goods provided to the Party pending the application of such goods towards the promotion of the Party's objectives.

### **35. SEVERABILITY**

Each provision of this Constitution is deemed to be severable and independent. If all or any part of any provision is judged invalid or unenforceable in all the circumstances, it is deemed to be replaced by a valid and enforceable provision as close a possible resembling the provision which has been judged invalid or unenforceable and does not affect the validity or enforceability of the remaining provisions.

### **36. INDEMNITIES**

To the extent permitted by law, every Officer, agent and Auditor of the Party will be indemnified out of the assets of the Party against any liability incurred by that person in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is under the Act granted to them by the Court.

To the extent permitted by law, every Officer or any other person (whether an Officer of the Party or not) employed by the Party as Auditor will be indemnified by the Party against all costs, losses, expenses or liabilities incurred by them in the course of the business of the



Party and it is the duty of the Directors out of the funds of the Party to pay and satisfy such costs, losses, expenses and liabilities incurred by them.

**Adoption of Constitution**

We the undersigned severally consent to become a Member of Australian Liberty Alliance and agree to the terms of this its Constitution.