

Company Limited by Guarantee
CONSTITUTION
OF
GREEN SHIRTS MOVEMENT AUSTRALIA LTD

INTRODUCTION

1. NAME

1.1 The company shall be known as Green Shirts Movement Australia Ltd.

2. REPLACEABLE RULES EXCLUDED

2.1 The replaceable rules contained in the Law do not apply to the Company.

3. DEFINITIONS AND INTERPRETATION

3.1 Definitions

In this Constitution:

“**AGM**” means an Annual General Meeting;

“**Applicant**” means any applicant for Membership, including an Unincorporated or an Incorporated Association;

“**Association**” means an association, society, body or other entity formed, or carried on, for a lawful purpose.

“**Board**” means the body vested with the management of the Company and comprised of not less than five and not more than seven Members each of whom shall be Directors of the Company;

“**Branch**” means a group of Members within a State or Territory that conducts meetings at a local level pursuant to this Constitution;

“**Branch Committee**” means the committee established pursuant to clause 42.11 of this Constitution;

“**Company**” means this Company;

“**Constitution**” means this constitution as amended or supplemented from time to time including Rules and By-laws established pursuant to this Constitution;

“**Corporations Law**” means the *Corporations Act 2001* and includes any amendment or re-enactment or any legislation passed in substitution thereof;

“**Directors**” means the directors for the time being of the Company or the directors assembled as the Board;

“**Chief Executive Officer**” means the person appointed in accordance with clause 40;

“**EGM**” means an Extraordinary General Meeting;

“**First Directors**” means those people named in the application for registration of the Company who shall become the first directors;

“**Flying Column**” means a group of Members who have been appointed by the Board to coordinate and carry out the delivery of specific policies, position statements and actions, and other Members recruited by the appointees as helpers;

“Foundation Members” means those initial Members who comprise of the Company;

“General Meeting” means an AGM or EGM;

“Incorporated Association” means an association incorporated under a State or Commonwealth Act.

“Law” means the Corporations Act 2001 and includes any amendment or re-enactment or any legislation passed in substitution thereof;

“Life Member” means those Members who have made a significant contribution to the Company and have been selected by the Board to be Members of the Company for the term of their life;

“Member” means a member of the Company who joins pursuant to this Constitution;

“Membership” means being a member of the Company and any Branch of the Company;

“Membership Committee” is the committee which may be established by the Board in its discretion to accept or reject new Membership applications;

“Movement” means the existing Green Shirts Movement which is an unincorporated association of people brought together by variously described common goals;

“National Conference” means the conference of Members convened annually by the Board pursuant this Constitution;

“National Flying Column” means a Flying Column appointed by the Board to co-ordinate and carry out the delivery of specific national policies, position statements and actions;

“Objectives” means those objectives set out in clause 4.2;

“Office Bearers” means the President, Vice President, Secretary and Treasurer (or any one or more of them) of the Company or Branch as the case may be;

“Operational Unit” means those described in clause 31;

“Regional Flying Column” means a Flying Column appointed by the Board or a National or a State Flying Column to co-ordinate and carry out the delivery of specific policies, position statements and actions limited within a defined regional area;

“Register of Members” means a Register of Members kept pursuant to the Law;

“Rules and By-laws” means the rules and by-laws of the Company as determined by the Board from time to time pursuant to the Constitution;

“Special Motion” is one which leads to a Special Resolution

“Special Resolution” has the meaning ascribed in the Corporations Act 2001

“State” means a State or Territory of the Commonwealth of Australia;

“State Flying Column” means a Flying Column appointed by the Board or by a National Flying column to co-ordinate and carry out the delivery of specific policies and actions limited within the boundaries of a State.

Any reference to a clause number shall mean a reference to that clause in this Constitution.

Any document to be generated or stored may be done so in hard copy or electronic format provided that complies with the auditor’s requirements.

3.2 Interpretation

- (i) Reference to:
 - (i) one gender includes the others;
 - (ii) the singular includes the plural and the plural includes the singular;
 - (iii) a Member means a reference to a Member of the Company whichever the case may be; and
 - (iv) President or Vice-President means a chair or a vice-chair respectively for the purposes of the Law.
- (ii) Except so far as the contrary intention appears in this Constitution:
 - (i) an expression has in this Constitution the same meaning as in the Law; and
 - (ii) if an expression is given different meanings for the purposes of different provisions of the Law, the expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.
- (iii) "Including" and similar expressions are not words of limitation.
- (iv) Headings are for convenience only and do not form part of this Constitution or affect its interpretation.

4. VISION AND OBJECTIVES

4.1 The Vision of the Company and its Members is –

We are a grassroots, not for profit, movement of individuals and families across our nation, who hold a collective concern about the increasing divide between food and fibre consumers, and primary producers and associated industries.

Our movement aims to bridge this divide by inspiring trustworthy communication channels and real-world connections that will clearly but respectfully separate facts from fiction.

We will not take a backward step in defending our families, businesses, workers, and communities. Where we see inaccurate or misleading allegations masquerading as fact, we will unapologetically take a public stand – in whatever method is deemed appropriate - to correct the record and defend the truth.

We are not aligned politically, however will be active in the political sphere, in promoting and supporting good policies and outcomes for our people. In doing this we will be working with a diverse range of organisations, groups, and parties.

Our community of people – and the generations of provincial families who have fed and supplied our nation - are at the heart of our endeavours.

4.2 The Objectives for which the Company is established are to:

- (i) create a legal structure whereby the Company is the Movement and the Members are members of the Movement.
- (ii) establish and maintain an optimal legal vehicle that meets legislative requirements and is overseen by a guiding coalition of representatives to ensure relevance, adherence to purpose and longevity of the Company;
- (iii) adopt and form policies based upon the philosophies that the Movement adopts from time to time with a focus on regional businesses;
- (iv) develop industry capacity and data bases for commissioning, collating, curating and disseminating credible science, economic context and policy development and advice;
- (v) increase our influence through proactive, efficient and targeted political engagement to ensure good policy outcomes;

- (vi) increase awareness among consumers and stakeholders that land and marine natural resource managers are best placed to be the front-line conservationists. Those who feed, supply and transport this Nation's primary products are best qualified to advocate for improved policy for their industries;
- (vii) develop a sophisticated, multi-channel fundraising competency that generates consistent and reliable funds free from political interference.
- (viii) undertake research related to the purpose for which the Company is established;
- (ix) establish, author, publish, distribute and promote writings, images and the spoken voice on any form of media to promote awareness about issues;
- (x) advise on and apply methods, techniques, procedures and systems for the solution of problems arising from, or discovered in research and practice in all issues relating to the management of rural industries;
- (xi) organise and arrange the presentation, with or without fee, of courses of instruction, seminars and conferences for persons, companies, government departments or organisations whether or not such are Members of the Company;
- (xii) liaise with, assist and be assisted by organisations, and persons based in Australia and other nations, for the better and wider achievements of the purposes for which the Company is established;
- (xiii) bring together for fruitful dialogue and mutual benefit all individuals, organisations and parties with similar Objectives;
- (xiv) ensure the rights of individuals are protected, maintained and respected and all Australians are treated equally, without discrimination;
- (xv) operate on a macro level across the sphere of regional businesses to enable industry organisations to find solutions on micro issues;
- (xvi) not replace existing industry organisations, unless both such an organisation and the Company resolve to merge.

4.3 For the purpose of carrying out the Objectives the Company has to power:

- (i) to purchase and/or take on lease licence or to hire or otherwise acquire in any manner whatever for any tenure and upon such conditions and terms as the Company may think fit any estate or interest in land freehold leasehold or any other tenure;
- (ii) to construct, maintain or alter buildings or undertake other works on freehold or leasehold property necessary or convenient for the purposes of the Company from time to time;
- (iii) to undertake or assume the control or custody of real and personal property of every description including but without limiting the generality thereof monies, shares, stocks, bonds, debentures, securities, negotiable instruments and documents of or evidencing title of all kinds and to purchase or otherwise acquire, accept, take into its name, hold manage, develop, deal with, invest in, sell, exchange or otherwise dispose of or turn to account the same;
- (iv) to invest monies in property or upon fixed deposit or at call with any bank merchant bank or other institution carrying on the business of receiving deposits of money on such terms from the public and which conduct business with the Commonwealth of Australia;
- (v) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees of the Company or their dependents or connections of any such persons, and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money charitable or benevolent objects or for any public, general or useful purpose;

- (vi) to found, take over and carry on or amalgamate with any company, political Company or institution having similar objects hereto provided that nothing in this object shall authorise the amalgamation of the Company with any other organisation which does not contain similar restrictions to ensure compliance with section 150 of the Law and otherwise as set out in this Constitution;
- (vii) to affiliate the Company with any other company, political Company, institution or association where such affiliation has a direct or indirect benefit to the Company;
- (viii) to enter into contracts with persons for the provision of services to the Company or any other organisation nominated by the Company;
- (ix) to borrow or to receive money on deposit either with or without security and to secure in such manner as may seem expedient the repayment of any monies borrowed or received on deposit by the Company or any of the debts, liabilities, contracts, guarantees or obligations of the Company;
- (x) to seek, by personal appeal, by advertisement, through public meeting or by any lawful and expedient means, funds to support the Company and for use by the Company;
- (xi) to receive and accept donations, grants, subscriptions and endowments of money or of any form of property whether real or personal provided that no donation, subscription or endowment may be received or accepted if it is subject to any condition relating to the exercise by any Member of the Company holding public office of the powers or entitlements of such office;
- (xii) to sell, improve, manage, develop, exchange, lease, settle, dispose of, to turn to account or otherwise deal with all or any part of the property or rights of the Company;
- (xiii) to organise in whole or in part visits of or assistance given by prominent authorities in the fields of research or endeavour engaging the attention of the Company;
- (xiv) to remunerate or reward any person, company or association for services rendered or to be rendered to the company;
- (xv) to procure, where appropriate, the Company to be registered or recognised as an exempt corporation for the payment of income tax, sales tax and goods and services tax;
- (xvi) to pay all expenses preliminary or incidental to the formation of the Company and its registration; and
- (xvii) to do all such things as are incidental to the attainment of the above objects.

4.4 The income and property of the Company howsoever derived shall be applied solely towards the promotion of the Objectives of the Company as set forth in clause 4.2 and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members of the Company PROVIDED that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any Member thereof or other person in return for any service actually rendered to the Company nor prevent the payment of interest at the normal commercial rate on money borrowed from any Member of the Company PROVIDED that the Company:

- (i) pursues charitable or "not for profit" purposes only and applies its income in promoting those purposes; and
- (ii) does not make distributions to its Members and/or pay any fees to its Directors; and
- (iii) ensures its Directors approve all payments made by the Company to its Directors.

5. LIMITED LIABILITY

5.1 The liability of the Members is limited in accordance with clause 6.

6. GUARANTEE

6.1 Every Member of the Company undertakes to contribute an amount of ten dollars (\$10) to the property of the Company in the event of its being wound up while the Member is a Member or within twelve (12) months after the Member ceases to be a Member, if required for payment:

- (i) of the debts and liabilities of the Company (contracted before the Member ceases to be a Member);
- (ii) of the costs, charges and expenses of winding up; and
- (iii) for the adjustment of the rights of the Members amongst themselves.

7. OBLIGATIONS OF MEMBERS

7.1 Members must at all times comply with:

- (i) the Constitution; and
- (ii) the Rules and By-laws of the Company.

8. NUMBER OF MEMBERS

8.1 The Company for the purpose of incorporation is declared to consist of between five and seven Foundation Members.

8.2 The number of any other type of Members is unlimited.

9. MEMBERSHIP

9.1 The following persons shall be Members of the Company:

- (i) the subscribers to the Company's Constitution; and
- (ii) any Applicant who is accepted as a Member by the Board or the Membership Committee if one has been established.

9.2 Membership of the Company shall be open to any person who:

- (i) is an Australian Citizen, not less than eighteen (18) years of age and is eligible to enrol to vote in Federal and/or State or Territory elections, or is an Association; and
- (ii) subscribes to the objects, platform and philosophy of the Company; and
- (iii) agrees to abide by the provisions of this Constitution in the form prescribed by the Board from time to time.

9.3 Corporate Membership shall be open to Unincorporated or Incorporated Associations which are resident in Australia.

9.4 Applicants must agree in the application form to abide by the requirements set out in this Constitution, Rules and By-laws.

9.5 Applicants must complete an application form and sign it in hard copy or fill out the online application form;

9.6 To become a Member, the application must be accepted by the Board or the Membership Committee if one has been established .

9.7 An applicant may be a member of a registered political party provided that none of the political party's policies are in the opinion of the Board, in conflict with the Company's Objectives.

10. CATEGORIES OF MEMBERSHIP

10.1 The categories of Membership are:

- (i) Foundation Members/Governors;
- (ii) Ordinary Members;
- (iii) Corporate Members;
- (iv) Senior Members;
- (v) Life Members;
- (vi) Any other class of membership as decided by the Board from time to time.

10.2 Additional categories of Members may be created from time to time by resolution at a General Meeting upon the recommendation of the Board

10.3 All Members except Life Members are required to pay the application fee payable pursuant to Clause 19.1 and the annual subscription payable pursuant to Clause 20.1.

11. FOUNDATION MEMBERS/GOVERNORS

11.1 There shall be between five and seven Foundation Members.

11.2 Foundation Members shall have full voting rights and eligibility for election to any position within the Company at any time.

11.3 Foundation Members shall have all of the rights of Ordinary Members.

11.4 Foundation Members will be the inaugural Directors of the Company.

11.5 Upon a Foundation Member ceasing to be a Director they shall automatically become known as a "Governor", but they shall retain all of the powers and responsibilities of a Foundation Member set out in this Clause.

11.6 Governors will have a role in overseeing and ensuring that the Company, its Board and its Members remain loyal to its Vision and Objectives and strives for positive outcomes for primary producers, their clients, workers, associated industries and consumers.

11.7 Governors shall have access to the services of the Secretariat.

11.8 A Foundation Member or a Governor shall have the right to call an EGM at any time and set the agenda and motions if they believe that the Vision or Objectives are not being adhered to in any way by the Company, its Board or its Members. The motion to call the EGM must be supported by one other Foundation Member or Governor. A Foundation Member or a Governor shall not call an EGM with the same or substantially similar agenda or motions more than once in any calendar year.

11.9 In the case of death, retirement or resignation of a Foundation Member or a Governor, the Board shall replace them within one month with a new Governor so as to maintain between five and seven Governors.

11.10 In the event of having to replace a Foundation Member or a Governor with a new Governor, the Board shall follow this procedure –

- (i) The Board should call for nominations which shall be seconded by five Members;
- (ii) A Member may nominate themselves;

- (iii) The Board shall appoint those Members who have shown active commitment to the Objectives and have displayed a unique skill set in assisting the Company to achieve its Objectives;
- (iv) The Board should select persons so that the Governors as a group are broadly representative of rural or other the industries represented by the membership of the Company.

12. ORDINARY MEMBERS

- 12.1 Any individual who meets the criteria for Membership set out in Clause 9 may apply to become an Ordinary Member of the Company.
- 12.2 The Board may set categories and the fees of Ordinary Members based on any criteria at its discretion but this will not alter the rights and obligations set out in this Clause.
- 12.3 Ordinary Members hold full voting rights and eligibility for election to any Company Unit or committee established by the Company. Ordinary members will have the right to put forward motions and vote at General Meetings.
- 12.4 Ordinary Members will have the right to call an Extraordinary General Meeting with the written support of 5% of the membership.
- 12.5 Ordinary Members shall have the right to propose motions at General Meetings, provided the motions are seconded by two other Ordinary Members;
- 12.6 Ordinary Members shall have the right to nominate for election to the Board provided their nomination is seconded by two other Ordinary Members who have personally known them for two years, provided that it shall not be necessary for Ordinary Members to have their nomination seconded until the third AGM.

13. CORPORATE MEMBERS

- 13.1 Corporate Members will have the same rights and responsibilities as Ordinary Members and may nominate an individual to be their representative until such time as that nomination is withdrawn/replaced or the corporate member ceases to be a member.
- 13.2 Corporate Members will pay a membership fee as set by the board from time to time.

14. SENIOR MEMBERS

- 14.1 Senior Members are Ordinary Members who have been such for over five years and have retired from full time work and have applied to the Board for exemption from payment of the annual subscription.
- 14.2 Any individual who meets the criteria for Membership set out in Clause 9 and Clause 14.1 may apply to become a Senior Member of the Company.
- 14.3 Senior Members will not be charged the annual subscription but do have all the other rights and obligations of Ordinary Members.

15. LIFE MEMBERS

- 15.1 Life Members may be appointed by the Board at its discretion.
- 15.2 An Ordinary Member or a Branch may nominate another Ordinary Member as a suitable candidate for Life Membership. The nomination must be supported by 5 other Ordinary Members.
- 15.3 In the event that the Board rejects a nomination, the nominator may propose a motion to the next scheduled General Meeting that the Nominee be elected as a Life Member, but a General Meeting shall not be called solely for this purpose.

- 15.4 Only Members who have made significant contributions to the Company over a minimum period of ten years may be nominated for Life Membership;
- 15.5 Life Members hold full voting rights and eligibility for election to the Board or any Operational Unit established the Company.

16. FORM OF APPLICATION

- 16.1 An application for Membership must be:
- (i) in writing;
 - (ii) in a form approved by the Board from time to time;
 - (iii) signed by the applicant in hard copy or electronic format;
 - (iv) accompanied by any other documents or evidence as to qualification for the type of Membership applied for as required by the Board from time to time.
- 16.2 An application form must be accompanied by:
- (i) an application fee, if any, determined pursuant to clause 19.1; and
 - (ii) the annual subscription, determined pursuant to clause 20.1.

17. ADMISSION TO MEMBERSHIP

- 17.1 The Board or Membership Committee shall consider an application for Membership as soon as practicable after its receipt and determine, in their discretion, the admission or rejection of the applicant.
- 17.2 The Board or the Membership Committee does not need to give any reason for the rejection of an application for Membership.
- 17.3 If an application for Membership is rejected the application fee, if any, and the annual subscription must be refunded to the applicant.
- 17.4 The Secretary must notify the applicant in writing if an application for Membership is accepted or rejected.
- 17.5 If an applicant is accepted for Membership the Secretary must notify the applicant of admission in the form of a receipt for the application fee, if any, and annual subscription or in any other form the Board may determine and the name and details of the Member must be entered in the Register of Members.
- 17.6 The applicant becomes a Member upon acknowledgment of receipt of payment of the application fee, if any, and the annual subscription, if any.
- 17.7 A Governor shall become a Governor upon the entry of the name and details of the Governor in the Register of Members.
- 17.8 It shall not be necessary for a Member to be a member of a Branch, but at any time a Member may elect to be a member of a Branch. An applicant may nominate in his or her application for Membership which Branch he or she elects to join. Upon the applicant's application for Membership being accepted, the applicant shall be included as a Member of the Branch he or she applied to join.
- 17.9 At the next meeting of the Board (or the Membership Committee if one has been established) after the receipt of any application for membership such application shall be considered by the Board or the Membership Committee which must thereupon determine upon the admission or rejection of the applicant. In no case shall the Board or the Membership Committee be required to give any reason for the rejection of an applicant.

- 17.10 Any application that has been rejected will not have a right of appeal.
- 17.11 When an applicant has been accepted for membership the Secretary must forthwith send to the applicant written advice of acceptance.
- 17.12 The secretary will enter the names and contact details (post and/or email), membership class and phone numbers onto the register of members.
- 17.13 The Board may waive the application fee or the annual subscription in exceptional circumstances for the member such as drought or other severe weather events or family trauma.

18. REGISTER OF MEMBERS

- 18.1 A Register of Members of the Company must be maintained in accordance with the Law.
- 18.2 The following must be entered in the Register of Members in respect of each Member:
- (i) the full name of the Member;
 - (ii) the residential address, telephone number, and email address, if any, of the Member;
 - (iii) the category of Membership;
 - (iv) the date of admission to and cessation of Membership;
 - (v) the date of last payment of the Member's annual subscription; and
 - (vi) such other information as the Board requires.
- 18.3 Each Member must promptly notify the Secretary in writing of any change in their qualification to be a Member of the Company.
- 18.4 Each Member must notify the Secretary in writing of any change in that person's name, address, telephone number, facsimile number or electronic mail address within one (1) month after the change.
- 18.5 Where a Member ceases to be a Member the Member's name must be removed from the Register of Members at the expiration of the period of twelve (12) months from the date of cessation.

19. APPLICATION FEE

- 19.1 The application fee payable by each Applicant shall be determined by the Board.
- 19.2 Foundation Members shall pay \$20 application fee.

20. ANNUAL SUBSCRIPTION

- 20.1 The annual subscription payable by a Member of the Company shall be the amount determined by the Board.
- 20.2 All annual subscriptions shall be for financial years and are due and payable in advance on 1 July in each year.
- 20.3 The Board may reduce the annual subscription payable by the Applicant in any manner they see fit for the first year of membership.
- 20.4 No annual subscription is payable by any Life Member.

21. UNPAID ANNUAL SUBSCRIPTIONS

If the annual subscription of a Member remains unpaid for a period of two (2) months after it becomes payable and that Member has been given notice in writing of default and remains in

default for a period of fourteen (14) days after such written notification (“notice of default”), then the Board may cancel that Members membership or at the request of the Member, if the Member otherwise qualifies as a Senior Member, may convert the membership to a Senior Membership.

22. RESIGNATION

22.1 A Member may resign from Membership of the Company by giving written notice to that effect.

22.2 The resignation of a Member takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.

23. FAILURE TO PAY

If the annual subscription of a Member remains unpaid in accordance with clause 21, the Member remains liable to contribute pursuant to clause 6 of this Constitution until they are removed from the Register of Members.

24. CESSATION OR RESIGNATION OF MEMBERSHIP

24.1 A Member ceases to be a Member:

- (i) on the death of the Member; or
- (ii) if the Member is expelled pursuant to clause 25; or
- (iii) the Member resigns pursuant to clause 22.

24.2 A member may at any time by giving notice in writing to the Secretary resign his or her membership of the Company but shall continue to be liable for any outstanding annual subscription and all arrears due and unpaid at the date of resignation and for all other monies due by him or her to the Company and in addition for any sum which the member is liable to pay pursuant to Clause 6.1.

24.3 If any Member ceases to be a Member under this Constitution, the Member remains liable to pay to the Company any money which, at the time of the Member ceasing to be a Member, the Member owes to the Company on any account and for any sum pursuant to clause 6 of this Constitution.

25. MISCONDUCT OF MEMBERS

25.1 If any Member wilfully refuses or neglects to comply with the provisions of this Constitution or the Rules and By-laws of the Company, or is guilty of any conduct which, in the opinion of the Board, is unbecoming of a Member or prejudicial to the interest of the Company the Board may resolve in a meeting to censure, suspend or expel the Member from the Company and, in the case of expulsion, to remove the Member’s name from the Register of Members, pursuant to clause 18.5.

25.2 Without limiting Clause 25.1, it shall be considered to be prejudicial to the interest of the Company for a Member to speak publicly or act outside of or contrary to, a policy, position statement or action statement published by the Board. Speaking at any formal meeting of the Company or its Board or Flying Columns shall not be considered to be speaking publicly.

25.3 At least one (1) week before the meeting referred to in 25.1 the Board must give to the Member written notice of:

- (i) the meeting;
- (ii) what is alleged against the Member; and
- (iii) the intended resolution.

25.4 At the meeting and before the passing of the resolution, the Member must have an opportunity of giving orally or in writing any explanation or defence the Member sees fit.

25.5 If at the meeting a resolution is passed by a majority of not less than two thirds (2/3) of those present and voting, the Member concerned must be penalised in the manner resolved and in the case of a resolution for expulsion the Member is expelled and the Member's name must be removed from the Register of Members pursuant to clause 18.5.

25.6 If any Member ceases to be a Member under this clause, the Board may reinstate the Member and restore the name of that Member to the Register of Members upon and subject to any terms and conditions they see fit.

26. NUMBER OF DIRECTORS

26.1 The number of the Directors must be not less than five and not more than seven.

27. DIRECTORS' QUALIFICATIONS

27.1 No person may be a Director unless that person is a Member.

28. FIRST DIRECTORS

28.1 The First Directors are those named in Clause 60 as the Founding Members (the "First Directors").

28.2 The First Directors shall hold office until the commencement of the second AGM, and subject to this Constitution, they may stand for re-election as a Director at the second and any subsequent AGM.

29. APPOINTMENT OF DIRECTORS

29.1 Any Member of the Company shall be eligible to be nominated as a Director.

29.2 The appointment of a Director takes effect from the closure of the AGM or Board meeting at which they are elected.

29.3 If insufficient Directors are nominated, additional Directors may be appointed by the Board pursuant to clause 29.5.

29.4 A list of the nominees for Directors with surnames in alphabetical order and a 200-500 word resume of each nominee shall be sent to Members with the notice of each AGM.

29.5 The Board may appoint a Director (including a First Director) at any time to build the number of Directors up to seven.

29.6 A Director appointed by the Board pursuant to Clause 29.5 must stand for re-election at the next AGM should they wish to continue as a Director.

29.7 At the second and subsequent AGMs, Directors shall be elected for a maximum of three years. At the third and subsequent AGMs at least one third of the Directors who wish to continue as Directors must stand for re-election at each AGM. The longest serving Directors shall be the ones who must stand for re-election. If there is any impasse as to who must stand for re-election this shall be determined by the President at their absolute discretion.

30. ALTERNATE DIRECTORS

30.1 A Director may appoint any person who is qualified to be a director and who is approved by a majority of the other Directors to act as an alternate director in place of the appointing Director for a meeting or for a specified period.

30.2 An alternate director is entitled to notice of meetings of the Directors and, if the appointor is not present at a meeting, is entitled to attend and vote in his or her stead.

30.3 When an alternate director exercises the Director's powers, the exercise of the powers is just as effective as if the Director exercised the powers.

- 30.4 A Director may revoke or suspend the appointment of an alternate director appointed by him or her.
- 30.5 The Directors may suspend or remove an alternate director by resolution after giving the appointor reasonable notice of their intention to do so.
- 30.6 Every appointment, revocation or suspension must be in writing and a copy must be given to the Company. The notice may be given by facsimile.
- 30.7 The appointment of an alternate director automatically terminates:
- (i) if the appointor ceases to hold office as Director;
 - (ii) on the happening in respect of the alternate director of any event which causes a Director to vacate the office of director; or
 - (iii) if the alternate director resigns from the appointment by written notice left at the registered office of the Company.
- 30.8 A Director or any other person may not act as alternate director to represent more than one (1) Director

31. OPERATIONAL UNITS

31.1 The operational units of the Company (“Operational Units”) shall be as follows:

- (i) Board;
- (ii) Board Committees, including a Membership Committee;
- (iii) Branches;
- (iv) Branch Committees;
- (v) Youth Groups;
- (vi) Flying Columns;
- (vii) National Conferences;
- (viii) State Conferences.

32. THE BOARD

32.1 The management of the Company shall be vested in a Board comprising not less than five (5) and not more than seven (7) Members, each of whom shall be Directors of the Company.

32.2 The Office Bearers of the Company shall be elected from the Board by the Board.

32.3 The first members of the Board shall be:

- (i) President
- (ii) Vice President
- (iii) Secretary
- (iv) Treasurer
- (v) Board Member(s)

- 32.4 Any member of the Board may retire from his or her office upon giving one (1) month's notice in writing addressed to the Board of his or her intention so to do and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.
- 32.5 Any vacancy among the members of the Board may be filled by the Board.
- 32.6 If any member of the Board shall cease to be a member of the Board by virtue of the operation of clause 25 or of Sections 206E or 206D of the Law or if he or she shall die or resign or refuse to act or become of unsound mind or incapable of acting or be convicted of any indictable offence punishable by imprisonment of one (1) year or more or become bankrupt or without permission of the Board absent him or herself from three (3) consecutive ordinary meetings of the Board, his or her seat, shall unless otherwise declared by the Board, become vacant.

33. POWER AND DUTIES OF THE BOARD

33.1 The Board shall:

- (i) constantly seek ideas and recommendations from the Members and shall resolve upon the policies and actions to be pursued by the Company;
- (ii) publish policy, position or action statements in writing and provide copies to Members and Flying columns;
- (iii) establish Committees (including a Membership Committee) to undertake specific tasks in pursuit of the Objectives of the Company and appoint Members to those Committees;
- (iv) when necessary promulgate Rules and By-laws for the management and administration of the affairs of the Company Units from time to time provided that they are not inconsistent with the Constitution.
- (v) conduct and oversee the affairs of the Company pursuant to the provisions of the Constitution, the Rules and By-laws of the Company;
- (vi) delegate the powers and duties of the Secretary and Treasurer to a Secretariat pursuant to Clause 36 hereof;
- (vii) provide for the maintenance and protection of the property of the Company;
- (viii) receive all application fees and annual subscription and distribute or retain in such proportions as may be resolved by the Board from time to time;
- (ix) determine the number and salaries of any employees and the terms of any contract with any organisation for the provision of any services;
- (x) order the payment of all salaries, bills and accounts;
- (xi) fill any vacancy on the Board from time to time;
- (xii) appoint and remove officers and employees of the Company;
- (xiii) fix all salaries wages and other allowances payable out of the funds of the Company;
- (xiv) fix the annual and other allowances payable out of the funds of the Company;
- (xv) fix the annual and other periodical payments, if any, to be made for services rendered by the Company; cause to be kept a correct Register of all Members and appropriate details concerning each of them; and

33.2 Any of the aforesaid powers and duties other than duties imposed on the Board by the Law or the general law may (unless specifically provided to the contrary by this Constitution) be delegated to any ad hoc committee or sub-committee created for the purpose, or to the Office Bearers or any one of them, or the Secretariat, or such other person or corporation as the Board may determine.

Any committee or sub-committee so formed and any such delegated person or corporation shall conform to any regulation that may be imposed by the Board or committee as the case may be and subject thereto shall have power to co-opt any Member or Members of the Company and all Members of any such committee or corporation shall have one (1) vote.

- 33.3 Subject as otherwise provided in this Constitution, the Board shall not, without the consent of the Members at an EGM, delegate any of its powers or duties in respect to:
- (i) formulation of policy, position or action statements;
 - (ii) the calling and conduct of meetings in the name of the Company.
- 33.4 The Board shall use its best endeavours to implement the policy decisions and directives resolved by the Members in National Conference and subject to provisions of this Constitution and the Rules and By-laws, may make rules for conducting its own proceedings. The Board shall report to each National Conference the progress of and/or implementation of policy decisions and directives resolved by the Members at the previous National Conference.
- 33.5 The Company's banking accounts shall be kept at such bank or other acceptable system as may be decided upon by the Board and all cheques, bills of exchange and other negotiable instruments drawn thereon and internet banking shall be signed or effected by any two Directors from those appointed by the Board to act as signatories.
- 33.6 With the approval of the Board, Company Units may establish bank accounts to be kept at such bank or other acceptable system as approved by the Board.
- 33.7 Where a Company Unit ceases operation that Company Unit shall grant to the Board authority to close all bank accounts in the name of the Company Unit and deal with the funds of such bank accounts as the Board deems appropriate.
- 33.8 The Board, in addition to the particular powers herein conferred upon them may exercise all such powers of the Company and do all such acts matters and things as are not by the Law or by the Rules and By-laws for the time being of the Company required to be exercised by the Company in a General Meeting, subject nevertheless to such regulations and the provisions of the Law.
- 33.9 More than fifty percent of the members of the Board shall form a quorum and a resolution of the Board shall be carried by a simple majority of those present and in the case of an equality of votes the President shall have a second or casting vote.
- 33.10 The Board shall meet personally or via video or phone conferencing facilities for the dispatch of business as often as the President may require it to do so and the President shall nominate the time and place for meetings. The Board may adjourn and otherwise regulate its meetings and proceedings as it thinks fit.
- 33.11 The Secretary shall whenever required to do so by the President, or at the request of three (3) members of the Board in writing, summon a meeting of the Board.
- 33.12 The Secretary shall provide to all members of the Board at least three (3) days prior to any meeting the agenda for the meeting.
- 33.13 Subject to clause 33.9, a meeting of the Board may be held by means of any technology consented to by all the Directors subject to the following:
- (i) each of the Directors taking part in the meeting must be able to hear and be heard by each of the other Directors taking part in the meeting;
 - (ii) at the commencement of the meeting each Director must announce his or her presence to all the other Directors taking part in the meeting;
 - (iii) if the secretary is not present at the meeting one (1) of the Directors present must take minutes of the meeting;

- (iv) a Director may not leave the meeting without notifying the President;
- (v) a Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a meeting unless that Director has previously obtained the express consent of the President to leave the meeting.
- (vi) A meeting may be held by way of conference telephone call made by the President, provided the President is satisfied that all relevant information is available to participants.
- (vii) A resolution in writing signed by all the members of the Board shall be as valid and effective as if it had been passed at a meeting of the Board duly called and instituted. Members of the Board can individually sign separate copies of the same resolution.

34. SECRETARY

34.1 The Secretary shall:

- (i) keep and maintain a Register of Members in which shall be entered the full name, address, telephone number, email address, membership entitlement, the date upon which each Member's Membership commenced and is due to expire;
- (ii) provide Members with a timely written reminder of Membership expiry and invitation to renew;
- (iii) conduct and record the correspondence of the Board;
- (iv) give notice of all meetings of the Company, the Board and committees respectively and enter minutes of all resolutions and proceedings at such meetings in a minute book;
- (v) preserve and store the papers, documents, stationary, pamphlets and paraphernalia of the Company;
- (vi) act as Company Secretary, and carry out the statutory duties of the Office;
- (vii) procure at the request of the Board an office facility and address for the Company;
- (viii) attend to general secretarial duties and record keeping including the presentation and lodgement of documents and returns as required by the Australian Taxation Office and the Australian Securities and Investments Commission;
- (ix) organise all conferences, AGMs and EGMs;
- (x) monitor and record Branch activities of the Company;
- (xi) prepare and present to the Board for distribution to the Members an annual report on all the aforementioned activities;

35. TREASURER

35.1 The Treasurer shall

- (i) Continually monitor and report to the Board on the Company's solvency;
- (ii) within seven (7) days of receipt, bank or lodge with such other acceptable system all monies received by the Company;
- (iii) pay all creditors of the Company;
- (iv) ensure that the Board is reasonably in receipt of full and professional accounting of the financial position of the Company;

- (v) prepare and present to the Board for distribution to the Members an annual report on all the aforementioned activities together with an audited set of financial accounts of the Company.

36. SECRETARIAT:

- (i) The national headquarters of the Company will be known as the Secretariat.
- (ii) Pursuant to the powers of delegation conferred on the Board by way of this clause 36, all the powers and duties delegated to the Secretary and Treasurer may be delegated to a Secretariat which shall provide all such services for a fee, the amount of which shall be agreed by the Board from time to time.
- (iii) With the agreement of the Board, the duties of the Secretariat may also include, but not be restricted to, any or all of the following services upon such basis as shall be agreed:
 - I. development, maintenance and management of an Internet, publicity and Membership application system;
 - II. development, maintenance and management of an Intranet communications system and bulletin board for internal interactive coordination of the Company's activities;
 - III. development, maintenance and management of an internet or online based news and information system;
 - IV. conduct research and publish papers on matter relating to politics, economics, social sciences, the Australian Constitution, the environment, agriculture, foreign affairs or International relations, industrial relations, social welfare, land, land management, infrastructure, security, intelligence, justice, immigration and other government services, as directed by the Company;
 - V. drafting of media dispatches as directed by the Board;
 - VI. establishment and maintenance of library and resource facilities;
 - VII. publish and distribute pamphlets, newspapers and journals under the auspices of the Company.

37. PRESIDENT

37.1 The President shall

- (i) chair all meetings of the Board and of the Company in General Meeting;
- (ii) until the Board otherwise determines, be appointed registered officer of the Company and carry out the statutory duties of that office.

38. VICE-PRESIDENT

3.81 The Vice-President shall

- (i) in the absence of the President, chair all meetings of the Board and of the Company and of each committee appointed by the Board; and
- (ii) be appointed deputy registered officer of the Company and carry out the statutory duties of that office.

39. BOARD MEMBERS SHALL, IN ADDITION THE DUTIES SPECIFIED IN CLAUSE 33:

- (i) attend Board meetings and report on such meetings to the Branches;
- (ii) liaise with Branches and State Executives/Territory Executives on matters arising from Board meetings and related to State and Territory Branches;
- (iii) represent the Board, as required, on committees of the Company Units;
- (iv) promote the Company at every opportunity.

40. CHIEF EXECUTIVE OFFICER

- 40.1 The Board may appoint any person, not being a Director, to the position of Chief Executive Officer for the period and on the terms (including as to remuneration) the Board sees fit.
- 40.2 The Chief Executive Officer is not a member of the Board of the Company but may attend meetings of the Board except where the Directors otherwise request.
- 40.3 The Board may, upon terms and conditions and with any restrictions they see fit, confer on a Chief Executive Officer any of the powers that the Directors can exercise.
- 40.4 The Board may revoke or vary an appointment of a Chief Executive Officer or any of the powers conferred on an executive officer.
- 40.5 If a Chief Executive Officer becomes incapable of acting in that capacity the Board may appoint any other person, not being a Director, to act temporarily as Executive Officer.

41. BOARD COMMITTEES

- 41.1 The Board may establish such Board Committees with such powers and duties as it sees fit.

42. BRANCHES

- 42.1 The Company may establish Branches for the purposes of promoting and coordinating local activities of the Company.
- 42.2 Branches comprising not less than six (6) Members of the Company may be established at any locality within Australia with the approval of the Board.
- 42.3 The Rules and By-laws of the Company shall provide for the management and administration of the affairs of the Company in any Branch.
- 42.4 Branches shall advance the interests of the Company and maintain consistency with the Company's objects and policy.
- 42.5 Each Branch shall involve itself with the progress of the district in which its Members reside and may cooperate with other Branches and local organisations in matters of mutual concern.
- 42.6 Branches shall meet at least once every three months and also convene an AGM.
- 42.7 A special Branch meeting or extra-ordinary Branch meeting may be convened as required or by the Branch Secretary on receipt of written notice, signed by four (4) Members of the Branch, requiring such special or extra-ordinary meeting. The Secretary shall give a minimum of fourteen (14) days notice, in writing (unless in the case of urgency when verbal notice shall be sufficient), to all branch Members and shall forward an agenda for such meeting a minimum of seven (7) days (except in the case of urgency) prior to the proposed meeting date.
- 42.8 Proceedings of all Branch meetings shall be recorded in a minute book and the minutes thereof, shall be confirmed at the next Branch meeting and signed by the President of the meeting.
- 42.9 Confirmed minutes of all Branch meetings shall be forwarded to the Board as soon as practical.

- 42.10 Matters arising from each meeting where action or advice is sought from the Board shall be advised to the Board as soon as practicable following the meeting.
- 42.11 Each Branch shall elect, at its AGM meeting, the following Office Bearers which shall comprise a Branch Management Committee:
- (i) Branch President;
 - (ii) Branch Vice-President;
 - (iii) Branch Secretary;
 - (iv) Branch Treasurer (unless combined with Secretary); and
 - (v) A minimum of three (3) committee Members.
- 42.12 Branch Management Committee may in circumstances of urgency by resolution exercise any of the powers of the Branch between meetings where it is not convenient to convene a full Branch meeting provided that any action taken by the Branch Management Committee shall be submitted for ratification by the next Branch Meeting.
- 42.13 The Branch Secretary shall maintain up to date record of all Branch Members.
- 42.14 The Branch shall forward to the Board on a monthly basis all applications for membership together with the appropriate application fee, if any, and annual subscription.
- 42.15 With the approval of the Board, the Branch Management Committee shall establish bank accounts to be kept at such bank or other acceptable system as may be approved by the Board.
- 42.16 Where a Branch ceases operation the Branch shall grant to the Board authority to close all bank accounts in the name of the Branch and deal with the funds of such banking accounts, as the Board deems appropriate.
- 42.17 A quorum of a Branch Management Committee shall be not less than a majority of the Branch Management Committee Members. A quorum of a Branch meeting shall be not less than five (5) Members and a resolution of a Branch Management Committee and Branch meeting shall be carried by simple majority.

43. BRANCH COMMITTEES

- 43.1 A Branch may establish such Branch Committees with such powers and duties as it sees fit.

44. YOUTH GROUPS

- 44.1 Branches may establish Youth Groups for persons aged under eighteen provided they are supervised by active responsible Members appointed by the Branch Committee.
- 44.2 The Youth Groups may promote issues of particular interest to young Australians provided they are within the Objectives.
- 44.3 The Youth Groups may appoint leaders of their group, subject to approval of the Branch Committee.

45. FLYING COLUMNS

- 45.1 The Board may establish and appoint Members to special purpose Flying Columns as follows-
- (i) National Flying Columns to co-ordinate and carry out the delivery of specific policies, positions and actions with national interest;
 - (ii) State Flying Columns to co-ordinate and carry out the delivery of specific policies, positions and actions limited to the interest of a State; and

- (iii) Regional Flying Columns to co-ordinate and carry out the delivery of specific policies, positions and actions limited to the interest of a region.
- 45.2 National Flying Columns may establish and appoint Members to State Flying Columns and Regional Flying Columns.
- 45.3 State Flying Columns may establish and appoint Members to Regional Flying Columns.
- 45.4 Persons appointed to a Flying Column may recruit Members to their Flying Columns as helpers provided that they must do this collectively by a majority vote of the appointed Members of the Flying Column.
- 45.5 All Members appointed or recruited into a Flying Column shall follow the instructions of the Board as to the policies, positions and actions to be taken.

46. NATIONAL CONFERENCES

- 46.1 A National Conference of Members shall be convened annually at a time and place to be determined by the Board
- 46.2 Subject to clause 46.3, the National Conference shall be held in a State and Territory of Australia chosen on a rotational basis and determined at the preceding National Conference.
- 46.3 The first National Conference shall be held in the State or Territory with the largest number of Members.
- 46.4 The National Conference shall:
 - (i) be convened immediately following the AGM of the Company, on the same day and at the same venue;
 - (ii) receive reports from the President on behalf of the Board and each Branch;
 - (iii) receive reports from the Board on the implementation of resolutions passed at the previous National Conference;
 - (iv) debate resolutions listed on the National Conference agenda for discussion and debate;
 - (v) be the final determining authority for policy, or changes to policy, provided that the Board may determine policy or changes to policy in between National Conferences.

47. STATE CONFERENCES

- 47.1 At any time, upon the request of any three Branches within a State, the Board may approve of the holding of a State Conference
- 47.2 The State conferences are subject to the Constitution, the Rules and By-laws and to the approval of the Board as to the agenda, notices of motion, venue and budget.
- 47.3 The State Conferences shall be organised by a Flying Column of five Members appointed by the Board for that sole purpose.
- 47.4 Otherwise, The Board or Branches shall not appoint State boards or executives.

48. MEETINGS

- 48.1 The AGM of the Company shall be held pursuant to the provisions of the Law.
- 48.2 All General Meetings other than the AGM shall be called an EGM.

- 48.3 The Board may whenever it thinks fit, and upon a requisition in writing signed by more than five percent of the voting Members of the Company shall, convene an EGM.
- 48.4 Any requisition by Members to call an EGM shall express the motion(s) proposed to be placed before the EGM and shall be handed, posted or emailed to the Secretary.
- 48.5 Upon receipt of such requisition the Board shall proceed to convene an extraordinary General Meeting. If the Board does not proceed to convene an EGM within twenty-one (21) days from the date of the requisition, the persons who requisitioned the meeting may themselves convene and hold an EGM.
- 48.6 Subject to the provisions of the Law relating to Special Resolutions and agreements for shorter notice, twenty one (21) days' notice at least of every General Meeting specifying the place the day and the hour of meeting.
- 48.7 All motions placed before a General Meeting shall state in the notice of meeting if they require a Special Resolution.
- 48.8 No business shall be transacted at any General Meeting unless a quorum of voting Members is present personally or by proxy at the time when the meeting proceeds to business and such quorum shall be at least five percent of the voting Members.
- 48.9 If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of Members shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day (not being more than fourteen (14) days after such meeting or to such hour or place) as the President of the meeting or in his default a majority in number of the voting Members personally present may then appoint or if at such adjourned meeting a quorum of voting Members is not present it shall be adjourned sine die but no notice of any such adjournment shall be required to be given to the Members.
- 48.10 The President of the Board and in his absence the Vice President shall preside as President at every General Meeting of the Company. In the absence of both the President and the Vice-President the voting Members present at the meeting shall elect the President of the meeting.
- 48.11 The President may with the consent of the meeting adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 48.12 If any General Meeting shall be so adjourned for more than fourteen (14) days' notice of such adjournment shall be given to the Members in the same manner as the original meeting.
- 48.13 At any General Meeting a declaration by the President that a resolution has been carried and an entry to that effect in the Company's records shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 48.14 If a poll be demanded it shall be taken in such manner as the President directs and the result of such poll shall be deemed to be the resolution of the Company.

49. VOTING

- 49.1 Each Member shall have one (1) vote at any meeting of the Members of the Company whether on a show of hands or on a poll.
- 49.2 The President at any General Meeting shall be entitled to vote and in case of an equality of votes he or she shall be entitled to an additional or casting vote.
- 49.3 Every Member may vote personally at the first National Conference and thereafter as prescribed in this Constitution and the Rules and By-Laws promulgated from time to time.

50. NOTICES

- 50.1 Any notice may be served by the Company upon any Member either personally, or by sending it by prepaid post addressed to such Member at their postal address entered in the Register of Members of the Company, or to their email address entered in the Register of Members of the Company. The address for service on the Company shall be the registered office of the Company from time to time.
- 50.2 Each Member of the Company shall notify the Company in writing of an address which shall be deemed to be his place of address for the purpose of serving notices pursuant to this clause.
- 50.3 Except as herein provided, any notice if served by post shall be deemed to have been served at the expiration of seventy-two (72) hours after posting and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted by prepaid post
- 50.4 All notices advising of the resignation of Membership pursuant to clause 22 shall be sent to the Secretary by pre-paid Registered Post or email.

51. ANNUAL GENERAL MEETING

- 51.1 The business of an AGM of the Company may include any of the following, even if not referred to in the notice of meeting:
- (i) the consideration of the annual financial report, directors' report and auditor's report, including an up-to-date profit and loss statement and a balance sheet setting out the assets and liabilities of the Company;
 - (ii) the nomination of Directors; and
 - (iii) the appointment of the auditor.
- 51.2 An annual report of the Board shall be provided at the AGM summarising the status of the Company as at the date of the report. The annual report, profit and loss account, balance sheet and statement of cash flows of the Company shall be signed by two (2) members of the Board and counter-signed by the Treasurer. Copies of the annual report, profit and loss account, balance sheet and statement of cash flows shall be provided to all Members.
- 51.3 The business of the AGM shall include any other business which under this Constitution or the Law ought to be transacted at an Annual General Meeting.
- 51.4 The President of the AGM must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Company.
- 51.5 If the Company's auditor or the auditor's representative is at the meeting, the President of an AGM must allow a reasonable opportunity for the Members as a whole at the meeting to ask the auditor or that representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.
- 51.6 The Directors must keep hard copy or electronic minute books in which they record:
- (i) proceedings and resolutions of meetings of the Members; and
 - (ii) proceedings and resolutions of Directors' meetings (including meetings of a committee of directors).
- 51.7 The Directors must ensure that minutes of a meeting are written up promptly (but at the latest before the notice of the next meeting is circulated) and that they are circulated with the notice of the next meeting and voted on as true and correct at the next meeting whereupon they are to be signed by the President of that next meeting.
- 51.8 The Directors must record in the minute books:

- (i) the date, place and time of the meeting;
- (ii) the mover and seconder of all motions;
- (iii) all resolutions;
- (iv) the names of the Directors and alternate directors present at all meetings of Directors and the Company; and
- (v) the method by which a meeting of Directors was held.

52. ACCOUNTS, AUDIT AND RECORDS

- 52.1 The Board must cause proper accounting and other records to be kept pursuant to the Law.
- 52.2 The Board must distribute copies of every profit and loss account, balance sheet and statement of cash flows (including every document required by law to be attached to them) as required by the Law.
- 52.3 The accounts of the Company shall be examined annually by a registered auditor appointed by the Company. The remuneration of the auditor must be fixed by the Board and the auditor's duties regulated pursuant to the Law.
- 52.4 No member of the Board shall be entitled to act as auditor during his or her period in office.
- 52.5 A retired auditor shall not be eligible for nomination to the Board for a period of twelve (12) months following his or her resignation as auditor of the Company.

53. EXECUTION OF DOCUMENTS

- 53.1 The Company may, but need not, have a common seal.
- 53.2 If the Company has a common seal the Directors must provide for its safe custody.
- 53.3 The common seal may not be fixed to any document except by the authority of a resolution of the Directors or of a committee of the Directors duly authorised by the Directors.
- 53.4 The Company executes a document with its common seal if the fixing of the seal is witnessed by two Directors of the Company.

54. A DIRECTOR AND A SECRETARY OF THE COMPANY.

- 54.1 The Company may execute a document without using a common seal if the document is signed by:
 - (i) two (2) Directors of the Company; or
 - (ii) a Director and a Secretary of the Company.
- 54.2 The Company may execute a document as a deed if the document is expressed to be executed as a deed and is executed pursuant to clause 53.4 or clause 54.1.
- 54.3 The same person may not sign in the dual capacities of Director and Secretary.
- 54.4 A Director may not vote as a Director or Member on any matter relating to a contract, arrangement, dealing or other transaction in which he or she is an interested Company and may not attend any meeting whereby such a matter is considered.
- 54.5 With the approval of the Board, a Director may sign any document as Director, with or without the common seal, although the document relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature complies with the requirements of this Constitution as to execution despite his or her interest.

55. AMENDMENT TO THE CONSTITUTION

55.1 Any amendment to this Constitution shall only be made by the passing of a Special Resolution of the Members.

56. RULES & BY-LAWS

56.1 The Board may from time to time establish, promulgate and amend Rules and By-laws for the proper administration, management, governance, organisation and operation of the affairs of the Company and any Company Unit including the formulation of a Constitution and Rules and By-laws of a State Company or Territory Company, if applicable.

57. WINDING UP

57.1 If upon the winding up or dissolution of the Company any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the Members of the Company but must be given or transferred to some other institution or institutions determined by the Members of the Company at or before the time of dissolution.

58. PROXIES

58.1 The provision of this clause shall apply only to General Meetings of the Company, not Board Meetings.

58.2 A Member who is entitled to attend and cast a vote at a meeting of the Company's Members may appoint a person as the Member's proxy to attend and vote for the Member at the meeting.

58.3 The appointment may specify the proportion or number of votes that the proxy may exercise.

58.4 If the Member is entitled to cast two (2) or more votes at the meeting, the Member may appoint two (2) proxies. If the Member appoints two (2) proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise half of the votes. Disregard any fractions of votes resulting from the application of this clause 58.4.

58.5 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

58.6 A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.

58.7 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the following information:

- (i) the Member's name and address;
- (ii) the Company's name;
- (iii) the proxy's name or the name of the office held by the proxy; and
- (iv) the meetings at which the appointment may be used.

58.8 An undated appointment is taken to have been dated on the day it is given to the Company.

58.9 An appointment may specify the way the proxy is to vote on a particular resolution. If it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- (ii) if the proxy has two (2) or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands;
- (iii) if the proxy is the President, the proxy must vote on a poll, and must vote that way;

- (iv) if the proxy is not the President, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
 - (v) If a proxy is also a Member, this clause does not affect the way that the person can cast any votes the person holds as a Member.
- 58.10 An appointment does not have to be witnessed.
- 58.11 A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.
- 58.12 A form of proxy sent out by the Company may be in a form determined by the Board but must:
- (i) enable the Member to specify the manner in which the proxy must vote in respect of a particular transaction; and
 - (ii) leave a blank for the Member to fill in the name of the person primarily appointed as proxy.
- 58.13 The form may provide that if the Member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the President of the meeting is appointed proxy.
- 58.14 For an appointment of a proxy for a meeting of the Company's members to be effective, the following documents must be received by the Company at least twenty-four (24) hours before the meeting:
- (i) the proxy's appointment; and
 - (ii) if the appointment is signed by the appointor's attorney the authority under which the appointment was signed or a certified copy of the authority ("the authority").
- 58.15 If a meeting of the Company's Members has been adjourned, an appointment and any authority received by the Company at least twenty-four (24) hours before the resumption of the meeting are effective for the resumed part of the meeting.
- 58.16 The Company receives an appointment or authority when it is received at any of the following:
- (i) the Company's registered office;
 - (ii) a facsimile number at the Company's registered office; or
 - (iii) a place, facsimile number or electronic mail address specified for the purpose in the notice of meeting.
- 58.17 An appointment of a proxy is ineffective if:
- (i) the Company receives either or both the appointment or authority at a fax number or electronic address; and
 - (ii) a requirement (if any) in the notice of meeting that:
 - (i) the transmission be verified in a way specified in the notice; or
 - (ii) the proxy produce the appointment and authority (if any) at the meeting;
- is not complied with.
- 58.18 A proxy who is not entitled to vote on a resolution as a Member may vote as a proxy for another Member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

- 58.19 Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
- (i) the appointing member dies;
 - (ii) the member is mentally incapacitated;
 - (iii) the member revokes the proxy's appointment; or
 - (iv) the member revokes the authority under which the proxy was appointed by a third Company.

58.20 The Secretary shall be responsible for certifying proxies valid or invalid.

59. INDEMNITY

59.1 To the extent that it is permitted to do so by the Law, the Company must indemnify each Director, officer, Auditor and agent of the Company ("Officer") against any liability which that Officer may incur by reason of being an Officer or in carrying out the business or exercising the powers of the Company.

59.2 Without limitation to clause 59.1, to the extent that it is permitted to do so by the Law, the Company must indemnify each Officer against:

- (i) any liability (other than a liability which arises out of conduct involving a lack of good faith) to another person (other than the Company or a related body corporate) incurred by reason of being an Officer or in carrying out the business or exercising the powers of the Company; and
- (ii) any liability for costs and expenses incurred by that Officer as such:
 - (i) in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Officer or in which the Officer is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the Law.

59.3 The Company may indemnify or agree to indemnify or enter into (and pay premiums on) a contract of insurance in respect of any person (whether or not that person is, or has been, an Officer) to the extent permitted by the Law and this power is not restricted by the provisions of clauses 59.1 and 59.2.

59.4 The indemnities conferred on Officers by clauses 59.1 and 59.2 apply in respect of each person who is at any time an Officer for all the period that person is an Officer and the person may claim on those indemnities in respect of that period even though the person is not an Officer at the time the claim is made.

59.5 Where the law authorises or permits a company to do anything if so authorised by its Constitution, the Company is authorised by this clause to do that thing.

INDEX

1.	NAME-----	1
2.	REPLACEABLE RULES EXCLUDED-----	1
3.	DEFINITIONS AND INTERPRETATION -----	1
4.	VISION AND OBJECTIVES-----	3
5.	LIMITED LIABILITY-----	5
6.	GUARANTEE-----	6
7.	OBLIGATIONS OF MEMBERS-----	6
8.	NUMBER OF MEMBERS-----	6
9.	MEMBERSHIP-----	6
10.	CATEGORIES OF MEMBERSHIP-----	7
11.	FOUNDATION MEMBERS/GOVERNORS-----	7
12.	ORDINARY MEMBERS-----	8
13.	CORPORATE MEMBERS-----	8
14.	SENIOR MEMBERS-----	8
15.	LIFE MEMBERS-----	8
16.	FORM OF APPLICATION-----	9
17.	ADMISSION TO MEMBERSHIP-----	9
18.	REGISTER OF MEMBERS-----	10
19.	APPLICATION FEE-----	10
20.	ANNUAL SUBSCRIPTION-----	10
21.	UNPAID ANNUAL SUBSCRIPTIONS-----	10
22.	RESIGNATION-----	11
23.	FAILURE TO PAY-----	11
24.	CESSATION OR RESIGNATION OF MEMBERSHIP-----	11
25.	MISCONDUCT OF MEMBERS-----	11
26.	NUMBER OF DIRECTORS-----	12
27.	DIRECTORS' QUALIFICATIONS-----	12
28.	FIRST DIRECTORS-----	12
29.	APPOINTMENT OF DIRECTORS-----	12
30.	ALTERNATE DIRECTORS-----	12
31.	OPERATIONAL UNITS-----	13
32.	THE BOARD-----	13
33.	POWER AND DUTIES OF THE BOARD-----	14
34.	SECRETARY-----	16
35.	TREASURER-----	16
36.	SECRETARIAT:-----	17
37.	PRESIDENT-----	17
38.	VICE-PRESIDENT-----	17
39.	BOARD MEMBERS SHALL, IN ADDITION THE DUTIES SPECIFIED IN CLAUSE 33:-----	18
40.	CHIEF EXECUTIVE OFFICER-----	18
41.	BOARD COMMITTEES-----	18
42.	BRANCHES-----	18
43.	BRANCH COMMITTEES-----	19
44.	YOUTH GROUPS-----	19
45.	FLYING COLUMNS-----	19
46.	NATIONAL CONFERENCES-----	20
47.	STATE CONFERENCES-----	20
48.	MEETINGS-----	20
49.	VOTING-----	21
50.	NOTICES-----	22
51.	ANNUAL GENERAL MEETING-----	22
52.	ACCOUNTS, AUDIT AND RECORDS-----	23
53.	EXECUTION OF DOCUMENTS-----	23
54.	A DIRECTOR AND A SECRETARY OF THE COMPANY.-----	23
55.	AMENDMENT TO THE CONSTITUTION-----	24

56.	RULES & BY-LAWS -----	24
57.	WINDING UP -----	24
58.	PROXIES -----	24
59.	INDEMNITY -----	26
60.	SIGNING -----	27
1.	STANDING ORDERS FOR MEETINGS OF COMPANY UNITS -----	31
2.	RESOLUTIONS -----	33

BY-LAWS

1. STANDING ORDERS FOR MEETINGS OF COMPANY UNITS

- 1.1 Subject to any direction from the President, the agenda as accepted by the meeting at its commencement shall be proceeded with in the order in which it is set out.
- 1.2 Each Member shall have the right to speak:
 - (i) once on any motion before the chair; and
 - (ii) once on any amendment.
- 1.3 A Member who formally seconds a motion or amendment without making a speech may speak in support at a subsequent stage of debate.
- 1.4 A Member who has moved a substantive motion shall be allowed five (5) minutes to introduce the motion and at the conclusion of the discussion, even though his original motion has been amended, a further three (3) minutes for reply to wind up debate. There shall be no right of reply attached to the moving of an amendment.
- 1.5 Presidents of committees and other persons presenting reports shall be allowed five (5) minutes within which to move the adoption thereof.
- 1.6 Each other speaker to a motion may speak for three (3) minutes.
- 1.7 An amendment may be moved on an original motion. The President shall put the amendment to the meeting first and if carried, shall be declared to embody the decision of the meeting, superseding the motion. When the amendment has been decided, a further amendment may be moved, which, if carried, shall in turn supersede the motion as amended.
- 1.8 The President shall refuse to accept any amendment which is a direct negative or which does not preserve the substance of the original motion.
- 1.9 Upon a substantive motion being called, the President shall ask the meeting whether there is any opposition to it. If there is none, the motion may, in the discretion of the President, be put without debate. If there is opposition, the mover shall exercise his right of speech, a speaker against the motion will be called, thereupon the seconder of the motion will be called, or if he declines, some other speaker in favour of the motion will be called and debate will proceed until:
 - (i) there is no speaker wishing to speak in favour of the motion or against it when such a speaker is called for in order of debate;
 - (ii) debate on the question has proceeded for twenty (20) minutes;
 - (iii) it is resolved that the question be put; or
 - (iv) it is resolved that the debate be adjourned.
- 1.10 At any time during the debate, any Member who has not spoken to the motion or any amendment thereto moved may, without notice, move that the question be put and such motion, being duly seconded, shall be put without debate. If the motion that the question be put is carried in relation to a substantive motion, the mover of the original motion may then reply and the question shall be put to vote; if it is carried in relation to an amendment, the mover of the original motion, if he or she has not already spoken to the amendment, may speak to the amendment and the amendment shall then be put without debate and if it is lost the debate shall proceed.

- 1.11 A Member may move that debate of a motion be adjourned. If the question is resolved in the negative, the mover shall not be allowed to speak again on the question under debate. If the motion is resolved in the affirmative, the debate shall cease and resume at the time specified in the motion and the mover shall have the right of resuming the debate. No Member shall move the adjournment after speaking on the motion.
- 1.12 The meeting may, by resolution, grant an extension of time to any speaker, or for the discussion of any motion or amendment.
- 1.13 Any Member desiring to speak shall stand, announce his or her name and the capacity in which he or she attends the meeting and address the President respectfully.
- 1.14 Whenever the President rises during debate, the Member then speaking shall resume his or her seat.
- 1.15 No Member shall use offensive or unbecoming words.
- 1.16 No speaker shall digress from the subject under discussion and imputations of improper motives and all personal reflections on Members shall be deemed disorderly.
- 1.17 No Member shall interrupt another while speaking except on a point of order.
- 1.18 On a Member raising a point of order, the Member then speaking shall sit down until it has been decided. The Member rising to the order shall state concisely the point of order and the President shall give his or her ruling. The President may request any person present to make submissions on the point of order prior to giving his ruling.
- 1.19 It shall be competent for any Member to move a motion of dissent from the President's ruling. The mover of the motion of dissent shall have three (3) minutes to state his or her point. The President shall have three (3) minutes to reply and the question will be put forthwith.
- 1.20 The President may, at his or her discretion, declare a motion carried or lost. Should the President's declaration be disputed by more than ten percent (10%) of the Members present, or should the President so require, a count of votes for and against the motion shall be taken provided that a request by such Members shall be made immediately after the President shall have made his or her declaration.
- 1.21 In the event of a count of votes being required in accordance with clause 1.20, the President may appoint two or more tellers to count the votes for or against the motion then before the chair and report the result to the President. Should 50% of the members then in attendance request a ballot, a secret ballot shall be taken. The President may appoint two or more tellers to count the ballot papers and report the result to him.
- 1.22 All matters not covered by these Standing Orders shall be determined according to the practice of the parliament.
- 1.23 A Member may move that these Standing Orders or any of them be suspended so as to enable discussion of the matter of urgent necessity or for some other purpose of substantial importance. The Member proposing any such motion shall first state it and the reasons why such motion should be forthwith considered. Unless the motion is ruled out of order by the President, he or she shall be allowed three (3) minutes to explain the urgency or importance, whereupon the motion for suspension shall be put forthwith and shall be carried only if not less than seventy five percent (75%) of the Members then in attendance vote in favour of it.

2. RESOLUTIONS

- 2.1 A Branch may endorse a resolution affecting its State or Territory which resolution shall be forwarded to the relevant State District Councils or Territory Council/ State Executive or Territory Executive to be debated and either adopted or rejected. Where a resolution is accepted by a State District Council/Territory Council, the State District Council/Territory Council shall forward the resolution to the State Executive/Territory Executive for affirmation at the State Conference/Territory Conference. Once a resolution is affirmed at the State Conference/Territory Conference the resolution shall become policy of the Company.
- 2.2 A Branch may endorse a resolution affecting a federal matter which resolution shall be forwarded to the relevant Federal Divisional Council / Federal Executive to be debated and either adopted or rejected. Where a resolution is accepted by a Federal Divisional Council, the Federal Divisional Council shall forward the resolution to the State Executive/Territory Executive for affirmation at the National Conference. Once a resolution is affirmed at the National Conference the resolution shall become policy of the Company.
- 2.3 Resolutions relating to local issues may be approved by a Branch provided they conform with the Constitution and By-laws of the Company.
- 2.4 A Branch may send a resolution that it considers to be urgent to the relevant State Executive/Territory Executive. If, in the opinion of the State Executive/Territory Executive, the resolution is urgent, the State Executive/Territory Executive shall forward the resolution to the Board to be either adopted or rejected.
- 2.5 Once a resolution is adopted it may not be overturned for a period of two (2) years unless agreed to by a majority of seventy five percent (75%) of the voting Members.