

This is a true and correct copy of the Constitution approved by the members in general meeting on 11 June 2025.



Signed – Chair of Council

THE WEST PARTY INC

Vic Association No. A0124898X
ABN 25 201 170 478

CONSTITUTION

An incorporated association under the *Associations Incorporation Reform Act 2012* (Vic)

A political party proposed to be registered under the *Electoral Act 2002* (Vic)

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THE WEST PARTY INC

Vic Association No. A0124898X
ABN 25 201 170 478

CONSTITUTION

1 NAME AND PURPOSE OF THE PARTY

1.1 Name

The name of the Party is "The West Party Inc".

1.2 Party's purpose

As a political party to promote the election of the Party's Member candidates to Parliament, the Party's purpose is to hold government to account on delivering to the needs of Melbourne's western suburbs. In pursuit of this purpose, the Party may:

- 1.2.1 make Policies, win support for its Policies and see its Policies implemented;
- 1.2.2 drive membership and raise funds in support of the Party's purpose;
- 1.2.3 have its Members elected to public office; and
- 1.2.4 cooperate with like-minded people and organisations.

2 POLICIES

2.1 Making, amending or withdrawing Policies

- 2.1.1 Council is primarily responsible for making Policies.
- 2.1.2 A Policy is established, amended or withdrawn if the following are in favour:
 - (a) 75% of Council officers at a Council meeting; or
 - (b) 75% of Members voting in a Policy Ballot and at least 100 Members must vote for or against the resolution.

2.2 Policy proposals

- 2.2.1 If a Member wishes to propose a new Policy or an amendment or withdrawal of an existing Policy, they can raise it directly with the Council. If the Council rejects the Member's Policy proposal, the Member may then submit a request to the Council to be tabled as a Policy Ballot if:
 - (a) the Policy proposal has been rejected by the Council within the previous 60 days;
 - (b) the Policy proposal is supported by at least 5% of the Members; and
 - (c) the Policy proposal does not contradict or undermine a resolution made by the Party in the past year.
- 2.2.2 The Member must nominate a person to speak to the proposal if it is considered at a Members' Meeting.

3 POLICY BALLOT

3.1 Policy Ballot

Council must conduct a Policy Ballot to consider a Policy proposal if so resolved by substantive motion of the Council or a Members' Meeting. The Policy Ballot must be in accordance with this clause 3 and must be accompanied by an explanatory memorandum that sets out:

- 3.1.1 the issue and the proposal(s);
- 3.1.2 the financial implications (if any) of the proposal(s) being passed;
- 3.1.3 arguments provided by members in favour of the proposal(s), which must not be attributed to authors;
- 3.1.4 arguments provided by members against the proposal(s), which must not be attributed to authors; and
- 3.1.5 the Council's position (if any) regarding the proposal(s).

3.2 Policy Ballot Process

- 3.2.1 The Council may determine in the Regulations:
 - (a) the form of Policy Ballots;
 - (b) notice and consultation periods for Policy Ballots;
 - (c) the method for responding to the Policy Ballot; and
 - (d) anything else it sees fit regarding a Policy Ballot.
- 3.2.2 In order for a Policy Ballot to pass, at least 100 Members must vote for or against the resolution.
- 3.2.3 Council must make the results of a Policy Ballot available to Members.

3.3 Implementing a Proposal

Council will have 60 days from the date of a successful Policy Ballot to start taking action towards the implementation of the Policy.

4 PUBLIC OFFICE – ENDORSING CANDIDATES

4.1 Nominating candidates

Prior to each election:

- 4.1.1 the Council must identify the electorates for which the Party will preselect candidates;
- 4.1.2 the Council will call for nominations from Members;
- 4.1.3 the Council will vet nominees; and
- 4.1.4 the Council will decide and announce the list of recognised nominees for each electorate.

4.2 Eligibility to be candidate

To be eligible for nomination as a candidate, a Member must:

- 4.2.1 be an active Member;
- 4.2.2 be eligible under Relevant Laws;
- 4.2.3 have a connection with or reside in the electorate (or nearby electorates);
- 4.2.4 not currently hold a position of public office, or must declare that they will step down from all current positions of public office if elected; and
- 4.2.5 not be suspended from or expelled for a period of three months or more from any political party in the last 5 years.

4.3 Vetting candidates

The Council must vet Members nominated as a candidate to:

- 4.3.1 confirm eligibility;
- 4.3.2 consider any conflicts of interest; and
- 4.3.3 consider their alignment to the Party's purpose and values.

4.4 Endorsing candidates

A candidate may be endorsed as a preferred nominee by:

- 4.4.1 the Council;
- 4.4.2 any Branch that geographically overlaps with the electorate of the nominee; or
- 4.4.3 a Member.

4.5 Candidate public advocacy

- 4.5.1 Endorsed candidates must vote and advocate publicly to implement the Party's Policies.
- 4.5.2 Where two or more candidates are endorsed to hold public office in Parliament or local government, it is expected that all reasonable effort is made by these candidates to reach a consensus and alignment on advocacy and voting related to matters of significance to the Party.
- 4.5.3 Endorsed candidates that hold public office are also expected to engage with any Member that seeks their engagement, taking the initiative to consult with Members that have expressed an interest on matters of significance to the Party.
- 4.5.4 Endorsed candidates with conscientious objection to a Policy may abstain from advocacy or voting only with the Council's endorsement.

5 MEMBERSHIP

5.1 Minimum number of Members

The Party must have at least 5 Members.

5.2 Application for membership

To apply to become a Member of the Party, an individual must submit a written application to the Secretary stating that the person:

- 5.2.1 wishes to become a Member of the Party;
- 5.2.2 supports the Party's purpose and values; and
- 5.2.3 agrees to comply with this Constitution.

5.3 Classes of Members and eligibility

The Members of the Party comprise Ordinary Members with voting rights. An individual is eligible if they:

- 5.3.1 are registered to vote in Victoria;
- 5.3.2 reside in, have a connection with or have an interest in the VEC Metropolitan West region (or successor region determined by the Council);
- 5.3.3 support the Party's purpose and values; and
- 5.3.4 are not a member of another Australian (Federal, State or Territory) political party.

5.4 Member rights, obligations and liability

- 5.4.1 Members, while their membership is active, have the right to receive notice of, participate in the requisition of, attend, speak at, vote at and join in the demand for a poll at Members' Meetings under clause 7.
- 5.4.2 A Member's rights are suspended while membership fees are unpaid or while membership is inactive.
- 5.4.3 A Member, while their membership is active, has the right to participate in the election of a Council Officer provided that they have held membership for at least three months as at the date there is a call for nominations for Elected Council Officers.
- 5.4.4 Members do not have the right to appoint a representative, attorney, proxy, alternate or other nominee to exercise the Member's rights.
- 5.4.5 Members (whether or not active) are obliged to comply with this Constitution and the Regulations. However, inactive members are not required to pay membership fees.
- 5.4.6 A Member's liability as Member is limited to unpaid membership fees.

5.5 Rights not transferrable

A person's membership rights and privileges:

- 5.5.1 apply only whilst the person is a Member; and
- 5.5.2 are personal and may not be transferred or transmitted.

5.6 Membership period and fees

Members must personally pay fees, unless the Regulations provide otherwise. The Council may determine:

- 5.6.1 the membership period (including common expiry dates) as well as how and when membership is renewed;
- 5.6.2 fees (if any) payable by Members, including any fee to apply for membership or be admitted as a Member; and
- 5.6.3 whether fees are refundable or non-refundable.

5.7 Register of Members, including closure of register

- 5.7.1 The Party must maintain a register of Members in accordance with the Associations Act and Relevant Laws which contains the name, addresses for notices and membership start/end dates for current and recent former Members.
- 5.7.2 The Council may establish Regulations to close the register to new Members for up to 60 days per year.
- 5.7.3 The Party may maintain a database of other Member details which is separate to the register of Members.

5.8 Change of Member details

A Member must notify the Party if the Member's addresses for notices change within 28 days of the change.

6 BECOMING AND CEASING TO BE A MEMBER

6.1 Admission of Members

- 6.1.1 The Council may admit in its absolute discretion a person as Member upon application in accordance with any requirements specified in the Regulations.
- 6.1.2 The Council must consider membership applications as soon as reasonably practicable.
- 6.1.3 The Council need not provide reasons for refusing to admit a person as Member.
- 6.1.4 Successful applicants become Members when added to the register of Members.

6.2 Resignation of Members

- 6.2.1 A person may resign as Member by written notice to the Party.
- 6.2.2 The resignation takes effect when the Secretary receives the Member's notice or on a later date specified in the notice.

6.3 Changing from active to inactive Membership

A Member may apply to the Council to change their Membership from active to inactive. The Council may approve or reject the change for the period determined by the Council.

6.4 Ceasing to be a Member

A person automatically ceases to be a Member if the person:

- 6.4.1 does not renew the membership by the due date;
- 6.4.2 has an active membership but has not paid membership fees for 3 months after the due date;
- 6.4.3 has a debt to the Party which remains unpaid for one year or more;
- 6.4.4 ceases to be eligible to be a Member in the relevant class;
- 6.4.5 becomes untraceable for 3 months because the Member cannot be contacted using the address on the register of Members;
- 6.4.6 dies;
- 6.4.7 becomes bankrupt, or makes any arrangement or composition with the Member's creditors generally; or
- 6.4.8 no longer has capacity to give informed consent as defined under laws which provides for the decision making capacity of an individual.

7 MEMBERS' MEETINGS

7.1 Convening an annual Members' Meeting

- 7.1.1 The Council must convene an annual Members' Meeting to be held at least once every year in accordance with the Associations Act or Relevant Laws.
- 7.1.2 The business of an annual Members' Meeting is to:
 - (a) consider the Council's, financial and auditor's report;
 - (b) conduct an in-person election of Council Officers or declare the results of a postal ballot to elect Council Officers;
 - (c) consider any other matter required by the Associations Act or Relevant Laws; and
 - (d) consider any special business, the general nature of which is specified in the notice of meeting.

7.2 Convening a special Members' Meeting

- 7.2.1 Members' Meetings other than annual Members' Meetings are called special Members' Meetings.
- 7.2.2 The Council must convene and hold special Members' Meetings of the Members if required by at least 5% of the total number of Members or otherwise in accordance with the Associations Act or Relevant Laws.
- 7.2.3 The Council may convene special Members' Meetings of the Members.
- 7.2.4 The notice of special Members' Meeting must specify the general nature of special business, unless the Associations Act or Relevant Laws require otherwise.

7.3 Notice of Members' Meeting

- 7.3.1 At least 21 days' notice of any special Members' Meeting or 14 days for any other Members' Meeting must be given (and preferably 28 days' notice) specifying the meeting's place, date and time, unless the Associations Act or Relevant Laws require or permit some other period of notice.
- 7.3.2 Notice of a Members' Meeting must specify the meeting's format (including if it is a Hybrid Meeting), place, date and time, any substantive motions to be considered, any special resolutions to be considered, and include Electronic Voting instructions if applicable.
- 7.3.3 Notice of every Members' Meeting must be given in writing in accordance with clause 11.7 to every Member entitled to attend who has supplied an address for notices to the Party.
- 7.3.4 No other person is entitled to receive notices of Members' Meetings.
- 7.3.5 A Members' Meeting and any resolution passed at the meeting is not invalid merely because of:
 - (a) the accidental omission to give notice of the meeting; or
 - (b) the non-receipt of any such notice.

7.4 Postponement of Members' Meetings

- 7.4.1 The Council may postpone, relocate or cancel a Members' Meeting which it convened by giving at least 5 days' notice to the Members.
- 7.4.2 Clause 7.4.1 does not apply to a meeting requisitioned by Members or convened by the Members, by individual Council Officers under clause 7.2.3 or by court order.

7.5 Quorum of a Members' Meeting

- 7.5.1 A Members' Meeting may not transact business unless a quorum is present when the meeting proceeds to business.
- 7.5.2 The quorum for Members' Meetings is the smaller of 100 or 5% of Members present in person.
- 7.5.3 If a quorum is not present within 30 minutes of the time scheduled to start the Members' Meeting:
 - (a) the meeting, if requisitioned by Members, is dissolved; and
 - (b) in any other case, the meeting is adjourned to such other place, date and time as the Council determines and notifies to Members (if required to do so by clause 7.4.1).
- 7.5.4 If a quorum is not present within 30 minutes of the time scheduled to start the adjourned Members' Meeting, the meeting is dissolved.

7.6 Members' Meeting chair

- 7.6.1 The Chair may chair a Members' Meeting.

- 7.6.2 If the Chair is not present and willing to act the Deputy Chair may chair.
- 7.6.3 If the Chair and Deputy Chair are not present and willing to act:
- (a) the Council Officers present may choose one of their number to chair the meeting; and
 - (b) if no Council Officer is present, or if all the Council Officers present decline to chair, the Members present must choose one of their number to chair.
- 7.6.4 In addition to powers conferred by law, the meeting chair may:
- (a) determine the meeting's conduct and procedures to ensure proper and orderly discussion or debate;
 - (b) make rulings without putting a question to the vote, or terminate discussion or debate and require that matter to be put to a vote;
 - (c) refuse to allow debate or discussion on any matter which is not ordinary or special business; and
 - (d) refuse any person admission to a Members' Meeting (including for causing offence or disruption), or expel the person from the Members' Meeting (including for causing offence or disruption) and not permit them to return.
- 7.6.5 All procedural decisions by the meeting chair are final.

7.7 Adjournment of a Members' Meeting

- 7.7.1 The meeting chair:
- (a) may, with the consent of any Members' Meeting at which a quorum is present; and
 - (b) must, if so directed by the meeting,
- adjourn the meeting to some other time or place.
- 7.7.2 The adjourned meeting may only transact unfinished business from the original meeting.
- 7.7.3 If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as required for the original meeting. It is not otherwise necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

7.8 Members' Meeting Voting

- 7.8.1 By default, resolutions at Members' Meetings must be voted on by a show of hands. Voting at a Hybrid Meeting or a wholly virtual meeting will be by ordinary resolution or special resolution, as required by law which may occur via Electronic Voting.
- 7.8.2 In the event of an equality of votes in respect of an ordinary resolution the meeting chair does not have a second or casting vote.

- 7.8.3 The meeting chair must declare whether resolutions were carried by ordinary resolution, carried by special resolution, carried unanimously or lost. These voting results must be minuted.
- 7.8.4 The minutes of the voting results are final without the need to record the number or proportion of, or manner in which votes were cast.
- 7.8.5 A vote may be demanded by the meeting chair or at least five Members present in person and entitled to vote.
- 7.8.6 A demand for a vote must be made on or before the result being declared, and may be withdrawn.
- 7.8.7 A vote to elect a meeting chair or adjourn the meeting must be taken immediately. Votes must otherwise be taken at that meeting in the manner directed by the meeting chair.
- 7.8.8 The meeting chair must decide all voting disputes, and that decision is final.

7.9 Proxies of Member's Meetings

A Member is not entitled to appoint a proxy.

7.10 Members' Meeting format and use of technology

- 7.10.1 Subject to the Associations Act, a Members' Meeting may be held as a physical meeting in two or more places, as a wholly virtual meeting, or as a Hybrid Meeting, as determined by the Council acting reasonably.
- 7.10.2 Such meetings must be held using any technology approved by the Council that gives Members as a whole a reasonable opportunity to participate.
- 7.10.3 A special resolution only takes effect if at least 100 Members vote for or against the resolution and the votes in favour exceed the votes against by 3% of the whole membership.

7.11 Minutes of Members' Meeting

- 7.11.1 The Council must ensure that minutes are taken and kept of each Members' Meeting.
- 7.11.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote, and any other matters required by the Associations Act.

8 BRANCHES

8.1 Establishment of Branches

- 8.1.1 The Council may establish and abolish geographic Branches and make Regulations governing the establishment, conduct and affairs of any Branch.
- 8.1.2 Each Branch must be non-overlapping and correspond to government boundaries, unless the Council determines otherwise in exceptional circumstances.
- 8.1.3 Each Member can only be associated with one Branch, that is either the Branch within which they reside or an adjacent Branch (unless the Council determines otherwise).

- 8.1.4 Each Branch is only responsible for:
- (a) providing a forum for its members to discuss politics and Party matters;
 - (b) engaging the community that lives within its Branch area;
 - (c) cooperating with other Branches and party bodies; and
 - (d) representing its region to the Council and at member meetings.
- 8.1.5 A Branch must not delegate its power to:
- (a) submit proposals to the Council; or
 - (b) submit proposals to a Members' Meeting.
- 8.1.6 Without limiting clause 8.1.1, but subject always to Relevant Laws, Regulations must otherwise set out the roles, responsibilities and powers of Branches to govern and administer their affairs and operations, and the representatives of Branches.

9 COUNCIL

9.1 Structure of Council / Number of Council Officers

The Council will comprise between 7 and 15 Council Officers as follows:

- 9.1.1 up to 11 Council Officers elected by and from the Members in accordance with clause 9.2 (**Elected Council Officers**); and
- 9.1.2 up to 4 Council Officers appointed from the Members by the Council in accordance with clause 9.3 (**Appointed Council Officers**),

provided that at all times the number of Elected Council Officers exceeds the number of Appointed Council Officers.

9.2 Election of Elected Council Officers

- 9.2.1 An election for Council officers must be held each year, beginning with the call for nominations no earlier than 1 February and ending with the declaration of which candidates are elected no later than 31 May.
- 9.2.2 Nominations of candidates for election as a Council Officer must be in a form determined by Regulations, signed by the candidate and containing a consent to act as a Council Officer.
- 9.2.3 Balloting lists must be produced containing candidate names by district and sent to each Member at least 60 days before the declaration of results.
- 9.2.4 Vacancies will be filled by candidates according to a district-based preferential election system previously approved by the Council. Council will determine whether voting will be in-person at a Members' Meeting or by postal ballot.
- 9.2.5 The returning officer appointed by the Council must declare the election result. The declaration may be at a special general meeting or by notice to the Members.

9.3 Appointment of Appointed Council Officers

9.3.1 The Council:

- (a) is responsible for conducting an Appointed Council Officer selection process;
- (b) may decide all matters in relation to the conduct of the selection process, subject to this Constitution and the Regulations; and
- (c) may delegate selection process functions to the Secretary.

9.3.2 The composition of the nominations subcommittee must be determined by the Council and must include at least three members (with two Council Officers who are not up for re-appointment or re-election and one independent subcommittee member with prior nomination subcommittee experience who will chair the subcommittee).

9.3.3 Without limitation, the Regulations must include the following requirements:

- (a) It must be open to active Members to nominate to become an Appointed Council Officer.
- (b) Notice of the selection process must be given so that individuals have a reasonable opportunity (which must be not less than 21 days) to nominate themselves or some other person to become an Appointed Council Officer.
- (c) The Secretary, upon delegation from the Council under clause 10, must convene the nominations subcommittee for the purpose of conducting the selection process.
- (d) The nominations subcommittee may, but is not required to, interview all candidates for becoming an Appointed Council Officer.
- (e) The nominations subcommittee must recommend candidates to be appointed as an Appointed Council Officers on the basis of their skills, background and expertise deemed necessary or desirable by the Council (including, without limitation, to complement the existing Elected Council Officers) for the effective operation of the Council, but is not required to provide reasons for its recommendations.
- (f) The Council may appoint Appointed Council Officers after considering the recommendations from the nominations subcommittee conducting the selection process.
- (g) The Council is not required to provide reasons for its decision to appoint or not appoint Appointed Council Officers.

9.4 Eligibility to be a Council Officer

A person is eligible to become a Council Officer if they:

- 9.4.1 are an active Member and aged 18 years or older;
- 9.4.2 consent in writing to become a Council Officer;
- 9.4.3 in the case of an Elected Council Officer – are standing as a representative of a district not already represented by another Elected Council Officer;

- 9.4.4 in the last five years have not been prohibited, disqualified or otherwise prevented from being a Council Officer under the Associations Act, *Corporations Act 2001* (Cth) or Relevant Laws;
- 9.4.5 in the last five years have not been suspended for a period of three months or more, or expelled, from the Party,
- 9.4.6 in the last five years have not been bankrupt or made any arrangement or composition with the Member's creditors generally or similar; and
- 9.4.7 in the last five years have not been imprisoned for an offence involving dishonesty.

9.5 Limits on period of office as a Council Officer

If a Council Officer has served 8 Years or more in total, then the Council Officer may finish serving their current term of office but are not eligible to serve again as a Council Officer in their lifetime except with the Council's prior approval.

9.6 Term of office of Council Officers

- 9.6.1 An Elected Council Officer holds office from for a term of two Years, commencing on 1 July.
- 9.6.2 Despite clause 9.6.1, the Council may determine prior to an election that one or more Elected Council Officers terms will be fewer or more Years so that Elected Council Officers will retire evenly over two Years.
- 9.6.3 An Appointed Council Officer holds office for a term of two Years, commencing on 1 July in a year when a Victorian State election will be held (and so on) unless the Council determines a shorter term at the time of appointment.

9.7 Casual vacancies

- 9.7.1 If a casual vacancy occurs for any Elected Council Officer office and the vacancy is expected to continue for 3 months or more, the Council may convene a by-election for the Members to elect a person to fill the Elected Council Officer in accordance with clause 9.2. The person elected will serve only for the balance of the term of the original Elected Council Officer.
- 9.7.2 If a casual vacancy occurs for any Appointed Council Officer office, the Council may appoint another eligible person in their place for the balance of the term of the original Appointed Council Officer.
- 9.7.3 If the position of Secretary becomes vacant, the Council must appoint a Council Officer to that position within 14 days of the vacancy arising.
- 9.7.4 The Council may continue to act despite vacancies on the Council. However, if there are less than 7 Council Officers or the Council does not meet the composition requirements set out in clause 9.1, the Council may only:
 - (a) act in the case of emergencies;
 - (b) fill vacancies by convening a by-election in accordance with clause 9.7.1;
 - (c) fill vacancies in accordance with clause 9.7.2; or
 - (d) convene a Members' Meeting.

9.8 Chair and Deputy Chair

The Council may elect and remove the following positions from the Council Officers:

- 9.8.1 Chair;
- 9.8.2 Deputy Chair; and
- 9.8.3 such other positions with titles determined from time to time by the Council.

9.9 Resignation of Council Officers

- 9.9.1 A Council Officer may resign as Council Officer by written notice to the Party.
- 9.9.2 The resignation takes effect when the Party receives the Council Officer's notice or on a later date specified in the notice.

9.10 Ceasing to be a Council Officer

- 9.10.1 The Members may remove any Council Officer in accordance with the Associations Act.
- 9.10.2 A Council Officer automatically ceases if the Council Officer:
 - (a) is no longer eligible to be a Council Officer under clause 9.4;
 - (b) dies or is physically incapable of fulfilling their duties as a Council Officer;
 - (c) was but ceases to be an active Member;
 - (d) becomes disqualified from being a Council Officer pursuant to the Associations Act or Relevant Laws;
 - (e) for more than 6 months is absent without Council permission from Council meetings held during that period;
 - (f) becomes a bankrupt or makes any arrangement or composition with personal creditors generally;
 - (g) no longer has capacity to give informed consent under laws which provides for the decision-making capacity of an individual; or
 - (h) is found guilty by a court of an indictable offence.

9.11 Council Officer remuneration and reimbursement

- 9.11.1 The Council Officers are not entitled to any fees or remuneration for undertaking the ordinary duties of a Council Officer.
- 9.11.2 Despite clause 15, the Council Officers may be reimbursed for reasonable travel and other expenses incurred by them when engaged in the Party's business, attending meetings or otherwise in carrying out the duties of a Council Officer where payment does not exceed any amount previously approved by the Council.
- 9.11.3 Despite clause 15, the Council Officers may be paid for any service rendered to the Party in a professional or technical capacity outside the scope of the Council Officer's ordinary duties where:

- (a) the service and amount payable is on reasonable and proper terms; and
- (b) the provision of that service has the Council's prior approval.

10 COUNCIL POWERS

10.1 Management vests in Council

- 10.1.1 The Council is responsible for the governance, business and affairs of the Party. In addition to the specific powers conferred on the Council by this Constitution, the Council may exercise all the Party's powers which are not by the Associations Act, Relevant Laws or this Constitution required to be exercised by the Members in Members' Meeting.
- 10.1.2 The powers under clause 10.1.1 are subject to:
 - (a) this Constitution;
 - (b) the Associations Act and Relevant Laws.

10.2 General Duties

- 10.2.1 As soon as practicable after being elected or appointed to the Council, each Council Officer must become familiar with this Constitution, the Associations Act and Relevant Laws.
- 10.2.2 The Council is collectively responsible for ensuring that the Party complies with the Associations Act and Relevant Laws and that each Council Officer complies with this Constitution.
- 10.2.3 Council Officers must exercise their powers and discharge their duties with reasonable care and diligence.
- 10.2.4 Council Officers must exercise their powers and discharge their duties:
 - (a) in good faith in the best interests of the Party; and
 - (b) for a proper purpose.
- 10.2.5 Current and former Council Officers must not make improper use of:
 - (a) their position; or
 - (b) information acquired by virtue of holding their position,
 so as to gain an advantage for themselves or any other person or to cause detriment to the Party.

10.3 Power to delegate

- 10.3.1 The Council may delegate its powers and functions in writing to:
 - (a) an officer or employee of the Party; or
 - (b) a subcommittee under clause 12, including the administrative subcommittee.
- 10.3.2 The Council may amend or revoke the terms of its delegation at any time.

- 10.3.3 The Council must not delegate the power to:
- (a) make, amend or repeal a Policy or Party strategy;
 - (b) create, suspend or abolish a Branch, or define Branch geographic areas;
 - (c) answer a question put by the Branch;
 - (d) deal with a Branch proposal; and
 - (e) appoint the Secretary.

10.4 Power to appoint Secretary

- 10.4.1 The Council must appoint a Secretary in accordance with the Associations Act and Relevant Laws, on such terms and conditions as the Council determines from time to time subject to Relevant Laws.
- 10.4.2 In accordance with both the Electoral Act and the Commonwealth Electoral Act the Secretary must have the duty and responsibility for the carrying out of the administration and for the conduct of the Party.
- 10.4.3 Without limitation clause 10.4.1, the Secretary must:
- (a) maintain the register of members in accordance with clause 5.7; and
 - (b) keep custody of the common seal (if any) of the Party, financial records books, documents and securities of the Party in accordance with the Associations Act and Relevant Laws.
- 10.4.4 The Secretary may, but need not, be a Council Officer.
- 10.4.5 The Secretary is entitled to attend Council meetings and Members' Meetings, excluding confidential or in-camera Council meetings.
- 10.4.6 The Secretary will have the responsibilities set out in the Associations Act and Relevant Laws.
- 10.4.7 The Secretary must give the Registrar notice of the Secretary's appointment within 14 days after the appointment.

10.5 Power to appoint Registered Officer, deputy Registered Officers

- 10.5.1 The Council must appoint a Registered Officer of the Party in accordance with Relevant Laws. The Registered Officer of the Party may be the Secretary.
- 10.5.2 The Council may appoint deputy Registered Officers of the Party in accordance with Relevant Laws.
- 10.5.3 The Registered Officer and deputy Registered Offices are entitled to attend Council meetings and Members' Meetings, excluding confidential or in-camera Council meetings.
- 10.5.4 The Registered Officer of the Party and deputy Registered Officers of the Party will have the responsibilities required by Relevant Laws and such other responsibilities determined by the Council.

10.6 Power to appoint Party Agent

- 10.6.1 The Council must appoint the Party Agent in accordance with Relevant Laws. The Party Agent may be the Secretary.
- 10.6.2 The Party Agent will have the responsibilities required by Relevant Laws and such other responsibilities determined by the Council.

10.7 Power to make Regulations

- 10.7.1 The Council may from time to time make, vary and rescind Regulations in relation to the Party.
- 10.7.2 The Regulations for the time being in force, and which are not inconsistent with this Constitution, are binding on Members and have full effect accordingly.

11 COUNCIL MEETINGS

Subject to this clause 11, the Council may meet to consider business, adjourn and otherwise regulate its meetings as it thinks fit.

11.1 Number of meetings

The Council must meet at least 2 times per year.

11.2 Convening meetings

The Secretary must arrange a Council meeting:

- 11.2.1 at the request of the Chair; or
- 11.2.2 on the requisition of 5 or more Council Officers.

11.3 Notice of meeting

- 11.3.1 At least 5 days' notice of any Council meeting must be given unless the Council decides otherwise or in emergencies.
- 11.3.2 The notice must specify the business to be transacted. The Council may only transact business of a routine nature unless notice of any other business has been given either in the notice convening the meeting or in some other notice given at least 3 days' before the meeting.
- 11.3.3 The decision of the meeting chair as to whether business is routine is final.

11.4 Candidate elected to public officer may observe

- 11.4.1 A candidate of the Party elected to public office (**Candidate**), or their representative who is a Member, is entitled to notice of and to attend, speak at but not vote at Council meetings. excluding confidential or in-camera Council meetings. Council must not limit a Candidate's or their representative's rights under this clause 11.4.1.
- 11.4.2 The Council may, by a procedural proposal, require that a Candidate and their representative must keep the contents of all or any part of that meeting confidential.

11.5 Quorum

- 11.5.1 The quorum for a Council meeting is a majority of Council Officers present and entitled to attend and vote, which must be at least 5. A meeting at which a quorum is present may exercise all powers and discretions of the Council.
- 11.5.2 If a Council meeting is adjourned due to lack of quorum, the Chair must set a further date for the adjourned meeting.

11.6 Meeting chair

- 11.6.1 The Chair may chair a Council meeting.
- 11.6.2 If the Chair is absent the Deputy Chair may chair.
- 11.6.3 In the absence of the Chair and the Deputy Chair, the Council Officers may appoint a meeting chair from among their number.

11.7 Voting

- 11.7.1 Each Council Officer present and entitled to vote at a Council meeting has one vote. Proxy voting and alternate Council Officers are not permitted.
- 11.7.2 Substantive matters arising at a Council meeting must be decided by a 75% majority of votes of those in attendance. Such a decision is for all purposes a decision of the Council.
- 11.7.3 Procedural matters arising at a Council meeting must be decided by a majority of votes of those in attendance. In the event of an equality of votes on procedural matters, the meeting chair does not have a second or casting vote.

11.8 Use of technology

The Council may hold a meeting in two or more places and conducted in a wholly virtual format or as a Hybrid Meeting if:

- 11.8.1 all Council Officers (other than any Council Officer on leave of absence) have access to the technology to be used for the meeting;
- 11.8.2 those Council Officers participating by technological means can communicate with all other participating Council Officers; and
- 11.8.3 at the commencement of the meeting each Council Officer must announce their presence to all the other Council Officers taking part in the meeting.

11.9 Circulating resolutions

- 11.9.1 A written resolution signed or approved by technological means by all Council Officers (other than any Council Officer on leave of absence) is taken to be a decision of the Council passed at a Council meeting convened and held.
- 11.9.2 The written resolution may consist of:
 - (a) several documents in the same form, each signed by one or more Council Officers and, such a resolution takes effect when the last Council Officer signs such a document; or

- (b) permanent records indicating the identity of each Council Officer, the text of the resolution and the Council Officer's agreement or disagreement to the resolution, as the case may be, and such a resolution takes effect when the last Council Officer indicates their approval.

11.10 Conflicts and personal interests

- 11.10.1 A Council Officer who has a material personal interest in a matter that relates to the Party's affairs must give the other Council Officers written notice of the interest unless the Associations Act or Relevant Laws require otherwise. Any material personal interest relevant to a Council meeting must be minuted.
- 11.10.2 To the maximum extent required by Law, a Council Officer who has a material personal interest in a matter that is being considered by the Council must not be present while the matter is being considered, nor vote on the matter.
- 11.10.3 This clause 11.10 does not apply to a material personal interest:
 - (a) that exists only because the Council Officer belongs to a class of persons for whose benefit the Party is established; or
 - (b) that the Council Officer has in common with all, or a substantial proportion of, the Members of the Party.
- 11.10.4 The Council must keep a conflict of interest register.
- 11.10.5 The conflict of interest register must record the following:
 - (a) the name and position of the Council Officer who has disclosed a material personal interest;
 - (b) a description of the nature and extent of that interest;
- 11.10.6 a management plan documenting actions required to mitigate the conflict.

11.11 Confidentiality

The Council may, by a procedural proposal, declare certain Council matters to be confidential. Matters declared confidential:

- 11.11.1 must be kept confidential by Council Officers and any other Party officer to whom the matter is disclosed on a need-to-know basis; and
- 11.11.2 may only be confidentially discussed amongst Council Officers or persons who are also subject to the same confidentiality obligations.

11.12 Minutes

- 11.12.1 The Council must ensure that minutes of all proceedings of Council, subcommittee meetings (and meetings of any other Council entity) are recorded in a minute book within one month after the relevant meeting is held.
- 11.12.2 The minutes must be signed by the meeting chair at which the proceedings took place or by the meeting chair of the next succeeding meeting.
- 11.12.3 Minutes entered and signed are prima facie evidence of the proceedings to which they relate.

11.13 Validity of acts / procedural defects

- 11.13.1 A Council act or decision will not be invalid by reason only of a defect or irregularity in connection with the election or appointment of a Council Officer.
- 11.13.2 For entered and signed minutes, unless the contrary is proved:
 - (a) the meeting is deemed to have been convened and held;
 - (b) all proceedings that are recorded in the minutes as having taken place are deemed to have taken place; and
 - (c) all appointments that are recorded in the minutes as having been made are deemed to have been validly made.

12 SUBCOMMITTEES

12.1 Council's power to establish subcommittees

The Council may establish subcommittees as follows:

- 12.1.1 a subcommittee will comprise two or more subcommittee members, of which at least one must be a Council Officer;
- 12.1.2 the subcommittee members otherwise need not be a Council Officer or Member;
- 12.1.3 the subcommittee has the purpose set out in its charter approved by the Council, and may undertake the powers and functions delegated to it by the Council; and
- 12.1.4 in the absence of any provision in the subcommittee charter or Regulations, meetings and proceedings of any subcommittee are governed by the provisions of clause 11.

13 DISCIPLINING MEMBERS

13.1 Grounds for taking disciplinary actions

The Party may take disciplinary action against a Member, whether or not their membership is active, in accordance with this clause 13 if it is determined that the Member:

- 13.1.1 has failed to comply with the Constitution;
- 13.1.2 has acted contrary to the Party's purpose;
- 13.1.3 has engaged in Unacceptable Conduct;
- 13.1.4 has paid membership fees on behalf of another Member unless the Regulations expressly allow such payment; or
- 13.1.5 has a debt to the Party which remains unpaid for six months or more.

13.2 Disciplinary subcommittee

- 13.2.1 If the Council is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Council must appoint a disciplinary subcommittee comprising at least three individuals to hear the matter and determine what action, if any, to take against the Member.

- 13.2.2 Subject to clause 13.2.3, the Council may appoint any person to a disciplinary subcommittee.
- 13.2.3 A person must not be appointed to a disciplinary subcommittee if the person is biased in favour of or against the Member concerned.

13.3 Notice to Member

- 13.3.1 Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:
- (a) stating that the Party proposes to take disciplinary action against the Member;
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting);
 - (d) advising the Member that the Member may do one or both of the following:
 - (1) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (2) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the Member's appeal rights under clause 13.5.
- 13.3.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

13.4 Decision of the subcommittee

- 13.4.1 At the disciplinary meeting, the disciplinary subcommittee must:
- (a) give the Member an opportunity to be heard; and
 - (b) consider any written statement submitted by the Member.
- 13.4.2 After complying with clause 13.4.1, the disciplinary subcommittee may:
- (a) take no further action against the Member; or
 - (b) subject to clause 13.5 by ordinary resolution of the disciplinary subcommittee:
 - (1) reprimand the Member;
 - (2) suspend the membership rights of the Member for a specified period; or
 - (3) expel the Member from the Party.
- 13.4.3 The disciplinary subcommittee may not fine the Member.

- 13.4.4 The suspension of membership rights or the expulsion of a Member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

13.5 Appeal rights

- 13.5.1 A person whose membership rights have been suspended or who has been expelled from the Party under clause 13.4.4 may give notice to the effect that the person wishes to appeal against the suspension or expulsion.
- 13.5.2 The notice must be in writing and given:
- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 7 days after the vote.
- 13.5.3 If a person has given notice under clause 13.5.2, the Council must appoint at least 3 persons to an appeal subcommittee to consider the appeal.
- 13.5.4 Subject to clause 13.5.5, the Council may appoint any person to an appeal subcommittee.
- 13.5.5 A person must not be appointed to an appeal subcommittee if the person:
- (a) was appointed to the disciplinary subcommittee to hear and determine the matter of the Member concerned;
 - (b) has a personal interest in the dispute; or
 - (c) is biased in favour of or against the Member concerned.
- 13.5.6 The Council must convene a meeting of the appeal subcommittee (the disciplinary appeal meeting) as soon as practicable and no later than 21 days after the notice of the appeal is received.
- 13.5.7 Notice of the disciplinary appeal meeting must be given to each appeal subcommittee member and the Member concerned as soon as practicable and must:
- (a) specify the date, time and place of the meeting; and
 - (b) state:
 - (1) the name of the person against whom the disciplinary action has been taken;
 - (2) the grounds for taking that action; and
 - (3) that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

13.6 Conduct of a disciplinary appeal meeting

- 13.6.1 At a disciplinary appeal meeting:
- (a) no business other than the question of the appeal may be conducted;

- (b) the appeal subcommittee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 13.6.2 After complying with clause 13.6.1, appeal subcommittee members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked by ordinary resolution.
- 13.6.3 The decision is upheld if a majority of the persons voting at the meeting vote in favour of the decision.

14 GRIEVANCE PROCEDURE

14.1 Application

- 14.1.1 The grievance procedure set out in this clause 14 applies to disputes under this Constitution between:
- (a) a Member and another Member;
 - (b) a Member and the Council; and
 - (c) a Member and the Party.
- 14.1.2 A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

14.2 Parties must attempt to resolve the dispute

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

14.3 Appointment of mediator

- 14.3.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 14.2, the parties must within 10 days:
- (a) notify the Council of the dispute;
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 14.3.2 The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (1) if the dispute is between a Member and another Member — a person appointed by the Council; or
 - (2) if the dispute is between a Member and the Council or the Party — a person registered as a mediator accredited under the National

Mediator Accreditation System developed by the Mediator Standards Board Limited ABN 11 145 829 812.

14.3.3 Subject to clause 14.3.4, the Council may appoint any person as a mediator.

14.3.4 The Council must not appoint a person as a mediator if the person:

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

14.4 Mediation process

14.4.1 The mediator to the dispute, in conducting the mediation, must:

- (a) give each party every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

14.4.2 The mediator must not determine the dispute.

14.4.3 Any costs of mediation are to be paid:

- (a) if an agreement as to costs is reached between the parties — in accordance with that agreement; or
- (b) if there is no such agreement — by the parties in equal shares.

14.5 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

15 NOT-FOR-PROFIT NATURE OF THE PARTY AND WINDING UP

15.1 Powers

Solely to carry out the Party's purpose, the Party has all the powers of an individual and an incorporated association under the Associations Act.

15.2 Income applied for the Party's purpose

The Party's income and property:

- 15.2.1 must be applied solely towards the Party's purpose; and
- 15.2.2 must not be paid or given to a Member, directly or indirectly, by way of dividend, bonus or otherwise, unless permitted by clause 15.3 or 15.5.

15.3 Permitted payments to Members

The Party may pay a Member in good faith with prior Council approval up to a fair and reasonable amount for:

- 15.3.1 expenses properly incurred for the Party;
- 15.3.2 goods or services supplied to the Party;
- 15.3.3 interest on money lent to the Party; or
- 15.3.4 rent for premises let to the Party.

15.4 Winding up

The Party's surplus assets, after satisfying all liabilities on wind up or dissolution under the Associations Act:

- 15.4.1 must not be paid or given to current or former Members; and
- 15.4.2 must be paid to eligible recipients selected under clauses 15.5 and 15.6.

15.5 Eligible recipients

A fund, authority or institution is eligible to receive any surplus under clause 15.4.2 if it:

- 15.5.1 has not-for-profit purposes similar to the Party's purpose; and
- 15.5.2 prohibits its income and property from being paid to members on at least the terms of this clause 15.

15.6 Selection of eligible recipients

Eligible recipients to receive any surplus referred to in clause 15.5 must be selected:

- 15.6.1 by Member special resolution;
- 15.6.2 failing clause 15.6.1, by Council resolution; and
- 15.6.3 failing clause 15.6.2, by application to the Supreme Court of Victoria.

16 ADMINISTRATION

16.1 Change of name

The Members may change the Party's name by special resolution in accordance with the Associations Act. Such a resolution authorises the Council to update all references to the Party name in this Constitution.

16.2 Amendment of Constitution

- 16.2.1 The Members may amend this Constitution by special resolution in accordance with the Associations Act and Relevant Laws.
- 16.2.2 If the Party is registered under Relevant Laws, a special resolution under clause 16.2.1 (unless it expressly provides otherwise) does not take effect if it would cause the Party to lose any entitlements to registration under Relevant Laws.

16.3 Financial year

The financial year of the Party is each period of 12 months ending on 30 June.

16.4 Source of funds

The funds of the Party may be derived from joining fees, annual subscriptions, donations, goods or services, fundraising activities, grants, interest and any other sources approved by the Council.

16.5 Management of funds

- 16.5.1 The Party must open an account with a financial institution from which all expenditure of the Party is made and into which all of the Party's revenue is deposited.
- 16.5.2 The Council may authorise authorised representatives to expend funds on behalf of the Party (including by electronic funds transfer) up to a specified limit without requiring approval from the Council for each item on which the funds are expended.
- 16.5.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Council Officers or such other number of authorised representatives as determined by the Council.
- 16.5.4 All funds of the Party must be deposited into the financial account of the Party no later than 5 working days after receipt.

16.6 Accounts

The Council must cause:

- 16.6.1 proper accounting and other records to be kept in accordance with the requirements of the Associations Act and Relevant Laws, and
- 16.6.2 financial statements to be made and laid before each annual Members' Meeting as required by the Associations Act and Relevant Laws.

16.7 Financial statements

- 16.7.1 For each financial year, the Council must ensure that the requirements under the Associations Act and relevant Laws relating to the financial statements of the Party are met.
- 16.7.2 Without limiting clause 16.7.1, those requirements include:
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Council;
 - (d) the submission of the financial statements to the annual Members' Meeting of the Party; and
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

16.8 Records and inspection

- 16.8.1 Members may request to inspect, at a reasonable time and free of charge, any of the following:

- (a) the register of members;
 - (b) the minutes of Members' Meetings;
 - (c) subject to clause 16.8.2, the financial records, books, securities and any other relevant document of the Party, including minutes of Council meetings.
- 16.8.2 The Council may refuse to permit a Member to inspect records of the Party that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Party.
- 16.8.3 The Council must on request make available, or provide copies of, this Constitution available to members and applicants for membership free of charge.
- 16.8.4 Subject to clause 16.8.2, a Member may request a copy of, or make a copy of, any of the other records of the Party referred to in this rule and the Party may charge a reasonable fee for provision of a copy of such a record.
- 16.8.5 Members must not make improper use of the information about a person obtained from the register of members.

16.9 Service of notices

- 16.9.1 Notices must be in writing and may be given by the Party to any Member:
- (a) in person;
 - (b) by sending it by post to the Member at the Member's registered address; or
 - (c) by sending it to the address, facsimile number, e-mail address or other address supplied for receiving notices.
- 16.9.2 A notice sent by post is deemed to have been given 6 Business Days after it was posted. A notice sent by electronic means is deemed to have been given on the next business day after it was sent.

16.10 Indemnity of officers

- 16.10.1 The Party indemnifies current and former Council Officers (**Indemnified Officer**) out of its assets against any Liability incurred by the Indemnified Officer in or arising out of:
- (a) the conduct of the Party's affairs or business; or
 - (b) the discharge of the Indemnified Officer's duties.
- but only to the extent that:
- (c) the Indemnified Officer has acted in good faith and is not otherwise entitled or actually indemnified by a third party;
 - (d) the Party is not precluded by Law from doing so; and
 - (e) the Liability is not a cost or expense for an unsuccessful application to a Court for relief under the Associations Act, or the defence of civil or criminal proceedings where judgement is given against the Indemnified Officer or in which the Indemnified Officer is not acquitted.

16.10.2 The Party may execute any deed in favour of any Indemnified Officer to confirm the indemnities conferred by clause 16.10.1 in relation to that person.

16.10.3 Clause 16.10.1 applies whether or not any deed is executed under clause 16.10.2.

16.11 Insurance

16.11.1 The Party may pay or agree to pay premiums for director and officers insurance to insure Indemnified Officers against any Liability incurred by the Indemnified Officer referred to in clause 16.10.

16.11.2 The Party may execute any deed in favour of any Indemnified Officer to take out insurance referred to in clause 16.11.1, on such terms as the Council considers appropriate.

16.12 Seal

16.12.1 The Council will determine whether or not the Party is to have a seal (known as the common seal) and, if so, will provide for the safe custody of such seal.

16.12.2 The seal, if any, of the Party may only be affixed to any instrument with the Council's authority.

16.12.3 The affixing of the seal must be attested by the signatures of persons authorised by the Council for that purpose.

16.13 Definitions

In this Constitution:

Appointed Council Officer means a Council Officer appointed for the purposes of clause 9.1.2.

Associations Act means the *Associations Incorporation Reform Act 2012* (Vic).

Branch means a branch established under clause 8.

Business Day means a weekday which is neither a public holiday in Victoria nor during the period 24 December to 9 January (inclusive).

Chair means the Council Officer under clause 9.8.1.

Commonwealth Electoral Act means *Commonwealth Electoral Act 1918* (Cth).

Constitution means this constitution of the Party.

Council means the council of the Party with a quorum to transact business, being the committee of management for the purposes of the Associations Act.

Council Officer means an Elected Council Officer or an Appointed Council Officer .

Deputy Chair means the Council Officer under clause 9.8.2.

Elected Council Officer means a Council Officer elected for the purposes of clause 9.1.1.

Electoral Act means *Electoral Act 2002* (Vic).

Electronic Voting means an electronic vote of members (including voting using electronic means, computer-mediated voting and voting via electronic mail) conducted in accordance with this Constitution and the Regulations from time to time.

Hybrid Meeting means a meeting held in two or more locations where some or all of the participants' attendance is enabled by audio and video conferencing or similar technology.

Indemnified Officer has the meaning given in clause 16.10.

Law includes statute, regulation, legislative instrument, rules, standards, proclamation, ordinance or by-law which, by or under statute, bind a person from time to time.

Liability includes cost, charge, loss, damage, expense or penalty.

Member means a person who is a member of the Party pursuant to clauses 5 and 6.

Members' Meeting means a meeting pursuant to clause 7 and also known as general meetings for the purposes of the Associations Act.

Party means the incorporated association named in clause 1.1 of this Constitution.

Party Agent means the person appointed under clause 10.6.

Policy or **Policies** means statements of principle and intent about what government should do.

Policy Ballot means a ballot conducted pursuant to clause 3.

Registered Officer or **Registered Officer of the Party** means the person appointed under clause 10.5.1.

Registrar means the Registrar of incorporated associations under the Associations Act.

Regulations means regulations made by the Council under clause 10.7.

Relevant Document means any record or other document, however compiled, recorded or stored, that relates to the incorporation and management of the Party and includes a membership record, a financial statement, a financial record and any other record or document relating to transactions, dealings, business or property of the Party.

Relevant Laws means Laws regulating the registration, reporting or governance obligations of the Party and includes the Electoral Act and if the Party seeks registration under the Commonwealth Electoral Act then that Act.

Secretary means the secretary appointed under clause 10.4 who is required to be appointed for the purposes of the Associations Act, the Electoral Act and the Commonwealth Electoral Act.

Unacceptable Conduct means conduct of a Member which, in the reasonable opinion of the Council:

- (a) is, has been or will be prejudicial to the Party's interests and Policies;
- (b) is conduct which threatens the good order or integrity of the Party;
- (c) is not that of a fit and proper person or a person of good fame and character;

- (d) is conduct which creates conflicts or is contrary to the Party's purpose, vision or values, or otherwise lacks honesty, integrity, ethics or professionalism;
- (e) is unbecoming of Members; and
- (f) is conduct similar to the above which is set out in the Regulations.

Year, in relation to a Council Officer's term of office, means the period 1 July to 30 June.

16.14 Interpretation rules

Unless the contrary intention appears in this Constitution:

- 16.14.1 words importing the singular include the plural, and words importing the plural include the singular;
- 16.14.2 words importing a gender include every other gender;
- 16.14.3 where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- 16.14.4 headings and bold text are for convenience only and do not affect its interpretation; and
- 16.14.5 a Member is to be taken to be present at a Members' Meeting if the Member is present in person, or by technology.

16.15 Interpretation subject to Relevant Laws

- 16.15.1 This Constitution is to be interpreted subject to Relevant Laws. If there is any inconsistency, Relevant Laws prevail.
- 16.15.2 To the extent that Relevant Laws require this Constitution to include provisions so that the Party can hold a registration or exemption status, those provisions are taken to form part of this Constitution.
- 16.15.3 Subject to the Associations Act, model rules under that Act are excluded.

Schedule 1—Matters to be provided for in the rules of an incorporated association

The Association	
1 The name of the incorporated association.	1.1
2 The purposes of the incorporated association.	1.2
Membership	
3 The qualifications (if any) for membership of the incorporated association.	5.3
4 The entrance fees, subscriptions and other amounts (if any) to be paid by members of the incorporated association.	5.6
5 The rights, obligations and liabilities of members.	5.4
6 Provisions for the resignation of a member or cessation of membership.	6.2–6.3
7 The procedure (if any) for the disciplining of members and the mechanism (if any) for appearances by members in respect of disciplinary action taken against them.	13
8 The grievance procedures for settling disputes under the rules between the incorporated association and any of its members or between a member and any other member.	14
Management and record keeping	
9 The name, membership and powers of the committee or other body having the management of the incorporated association (in this paragraph referred to as the committee) and—	9
(a) the election or appointment of members of the committee;	9.2, 9.3
(b) the terms of office of members of the committee;	9.6
(c) the grounds on which, or reasons for which, the office of a member of the committee becomes vacant;	9.9, 9.10
(d) the filling of casual vacancies occurring within the committee;	9.7
(e) the quorum and procedure at meetings of the committee.	11.4, 11
10 The procedures for the appointment and removal of the secretary of the incorporated association.	10.4
11 The custody of records, securities and other relevant documents of the incorporated association.	10.4.2
12 Provisions for the custody and use of the common seal (if any) of the incorporated association.	16.12
13 Provision for members to have access to, and to be able to obtain copies of, the records, securities and other relevant documents of the incorporated association.	16.8
14 The preparation and retention of accurate minutes of—	
(a) general meetings of the incorporated association; and	7.11
(b) meetings of the committee or other body having the management of the incorporated association.	11.11
15 Provision for members to have access to, and to be able to obtain copies of, minutes of general meetings of the incorporated association, including financial statements submitted at a general meeting.	16.8

16 Right of access (if any) by members to minutes of meetings of the committee, including any terms and conditions subject to which access may be granted.	16.8
Meetings	
17 The intervals between general meetings of members of the incorporated association and the manner of calling general meetings.	7.1, 7.2
18 The quorum and procedure at general meetings and whether members are entitled to vote by proxy at general meetings.	7.5, 7.9
19 The time within which, and the manner in which, notices of general meetings and notices of motion must be given, published or circulated.	7.3, 16.9
Funds	
20 The sources from which the funds of the incorporated association are to be or may be derived.	16.4
21 The manner in which the funds of the incorporated association must be managed and, in particular, the mode of drawing and signing cheques on behalf of the incorporated association.	16.5
Alteration of rules	
22 The manner of altering and rescinding the rules of the incorporated association and of making additional rules.	16.2
Winding up and dissolution	
23 The disposition of any surplus assets on the winding up or dissolution of the incorporated association.	15.4–15.6