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Constitution of

Reason Australia Incorporated

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1. NAME OF ASSOCIATION

- a) The name of the incorporated association is 'Reason Australia Incorporated'.
- b) The association is incorporated for political purposes under *the Associations Incorporation Reform Act 2012 (Victoria)*.

2. DEFINITIONS AND INTERPRETATION

In this constitution unless the contrary intention appears:

Association means 'Reason Australia Incorporated'.

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

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

Constitution means this constitution of the association.

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

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

Management committee means the management committee of Reason Australia.

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

Parliamentary member means a member of the association who is a member of the parliament of the Commonwealth of Australia or of a State or Territory parliament.

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

The Act means the *Associations Incorporation Reform Act 2012 (Victoria)*.

In this constitution:

- a) words in the singular include the plural and vice versa;
- b) reference to a statute or other law includes regulation and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them.
- c) words and phrases which are defined in the *Associations Incorporation Reform Act 2012* and which are not specifically defined have the same meanings in this constitution as they do in the Act. Model Rules under the Act are expressly displaced by this constitution.

3. PURPOSES OF THE ASSOCIATION

The purposes of the association are:

- a) To promote candidates endorsed by the association for election to the House of Representatives and / or the Senate of the Parliament of the Commonwealth of Australia;
- b) To promote candidates endorsed by the association for election to the Legislative Assembly and / or Legislative Council of the Parliaments of the states and territories of Australia as determined by the association.
- c) To promote candidates endorsed by the association for election to Local Councils in any state or territory.

4. POWERS OF THE ASSOCIATION

For furthering the purposes, the association has the specific rights, powers and privileges conferred on it by Part 4 of the Act.

5. MEMBERS

The association must have at least five members.

5.1. Categories of members

5.1.1 The members of the association consist of:

- a) Parliamentary members;
- b) Voting members;
- c) Supporting members (or 'Supporters'); and
- d) any other classes or categories of membership resolved by the management committee.

5.2. Admission of members

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

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

5.2.2 Subject to any regulation approved by the management committee, a person is not eligible to become or remain a member if the person is a member of another registered political party.

5.2.3 Membership begins on the later to occur of:

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

5.2.4 The management committee may accept or reject an application for membership at its sole and absolute discretion. The officers are not required, nor can they be compelled to

provide, any reason for rejecting an application for membership. If the management committee rejects an application, it must return any subscription fee paid (if any) and write to the applicant to tell them their application has been rejected.

5.3. Voting members

5.3.1 Each Parliamentary member is a voting member.

5.3.2 A natural person may apply to the management committee for admission to membership as a voting member.

5.3.3 A voting member has the right to receive notice of general meetings, submit items of business for consideration, attend and be heard, and vote at general meetings. A voting member has the right to have access to the minutes of general meetings, and to inspect the register of members.

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

- a) that they will observe and comply with this constitution and the regulations;
- b) that they will conscientiously attend general meetings;
- c) to pay the subscriptions, fees and levies (if any) set out in the regulations as payable by voting members within the period stated in the regulation.

5.4. Supporting members (Supporters)

5.4.1 A natural person may apply to the management committee for admission to membership as a supporting member. A supporting member may also be known as a 'Supporter' of the association.

5.4.2 A supporting member has the right to receive notice of general meetings and to be present but not to vote at general meetings. A supporting member is under no obligation to attend general meetings.

5.4.3 Each supporting member is taken, by virtue of that membership, to have agreed:

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

5.5. Obligations of members

Each member must:

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

5.6. Members liabilities

Members and management committee members are not liable to contribute to the debts and liabilities of the association only because of their membership of the association or the committee.

5.7. Register of members

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

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

5.8. Effect of membership

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

5.9. Public Statements

Each member acknowledges and agrees that it is in the best interests of the association that public statements for or on behalf of the association, or representing purposes or policies of the association, be made only by those authorised by the management committee, parliamentary members or endorsed candidates for election (subject to their obligations under their candidate deed).

6. FEES, SUBSCRIPTIONS AND LEVIES

6.1 The management committee may by regulation:

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

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

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

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

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

7. CESSATION OF MEMBERSHIP

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

- a) the member dies;
- b) the member ceases to be eligible to remain a member;
- c) the member resigns from membership; or
- d) the member is expelled from the association by the membership committee.

7.2 A member may resign from membership of the association either without notice or with not more than one month's notice in writing to the Secretary.

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

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

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

8. DISCIPLINARY ACTION

8.1 The management committee may, by resolution, reprimand, suspend or expel a member from membership of the association if, in the opinion of the management committee, the member has materially breached any of its obligations under this constitution or the regulations.

8.2 The management committee must inform the member concerned of the grounds for the proposed disciplinary action and give the member reasonable opportunity to be heard.

8.3 If any management committee member is biased against or in favour of the member concerned, the management committee must convene a disciplinary subcommittee to hear and determine any allegation that a member has materially breached one or more of its obligations under this constitution or the regulations and to make recommendations to the management committee about the appropriate consequences of its findings. Any management committee member who may be biased must not be a member of the disciplinary subcommittee.

8.4 The management committee may rely on the findings and recommendations of the disciplinary committee, but is not required to do so.

9. GRIEVANCE PROCEDURE

9.1 This grievance procedure applies to disputes between a member and another member; a member and the committee; or a member and the association. 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.

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

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

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

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

10. GENERAL MEETINGS

10.1 An annual general meeting of the association must be held within five months of the end of the association's financial year, in accordance with the Act and this constitution, and at a time, on a date and at a place determined by the management committee.

10.2 The ordinary business to be transacted at the annual general meeting includes:

- a) confirmation of the minutes of the previous annual general meeting;
- b) receipt of reports and financial statements on the previous financial year;
- c) election of voting members to the management committee; and
- d) the appointment of the auditor (if necessary).

10.3 All other business is special business. No business other than that stated on the notice for a general meeting may be transacted at that meeting.

10.4 Unless this constitution expressly provides otherwise, members, the auditor (if appointed) and the officers are entitled to attend general meetings, but only voting members are entitled to vote.

10.5 By notice to the Secretary at least 24 hours before a general meeting, each voting member may appoint a person to act as their proxy at general meetings. The member may give specific directions as to how their proxy should vote on their behalf. No person may hold more than 40% of voting members proxies. For all the purposes of this constitution, a voting member represented at a general meeting by a proxy is to be taken to be present at the meeting.

10.6 All general meetings other than the annual general meeting are special general meetings.

10.7 A notice of a general meeting must specify the hour, day and place of the meeting and state the nature and order of the business to be transacted at the meeting.

10.8 At least 21 days' notice of a general meeting must be given to those members entitled to receive notice, together with the agenda for the meeting, and any notice of motion received from voting members entitled to vote.

11. SPECIAL GENERAL MEETINGS

The management committee may, whenever it thinks fit, convene a special general meeting of the association.

11.1. Requisition by voting members

11.1.1 On the requisition in writing of not less than 25% of voting members, the management committee must, within one month after the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

11.1.2 Every requisition for a special general meeting must be signed by requisitioning members, state the purpose of the meeting and be sent to the Secretary of the association. The requisition may consist of several documents in a like form, each signed by one or more of the members making the requisition.

11.1.3 If the management committee does not cause a special general meeting to be held within one month after the receipt of the requisition, the voting members making the requisition may convene a special general meeting to be held not later than three months after the receipt of the requisition.

11.1.4 A special general meeting convened by voting members under this constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the management committee.

11.1.5 The management committee must ensure that the members making the requisition are supplied free of charge with particulars of the voting members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the association.

12. PROCEEDINGS AT GENERAL MEETINGS

12.1 No business may be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for general meetings is at least five voting members or 10% of voting members, whichever is the greater, present physically or by proxy.

12.2 Subject to this constitution, the Convenor will chair every general meeting except where the Convenor has a conflict of interest. If the Convenor is not present or is unwilling or unable to preside, the Deputy Convenor will chair, or if the Deputy Convenor is not available, the voting members present must appoint another officer to act as chair for that meeting only.

12.3 If a quorum is not present within half an hour of the appointed time for the general meeting, the meeting must be adjourned to the same hour, day and place in the next week, or to such other time, day and place as the chairperson determines. If a quorum is not present within half an hour of the appointed time for the adjourned meeting:

- a) where the meeting was convened on the requisition of voting members, the meeting lapses; and
- b) in any other case, those voting members present constitute a quorum.

12.4 With the consent of any meeting at which a quorum is present, the chairperson may, and must if directed by the meeting, adjourn the meeting from time to time and from place to place. No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

12.5 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. If the meeting is adjourned for less than 30 days, no additional notice is necessary.

12.6 Each voting member is entitled to one vote at general meetings. A motion put to the vote will be decided on a show of hands unless a poll is demanded by the chairperson, or by a simple majority of voting members present at the meeting. A poll may be demanded before or on the declaration of the result of the show of hands. The chairperson of a general meeting does not have a casting vote.

12.7 A declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the minutes of the proceedings of the association, is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

13. NOTICE

13.1 Notice of general meetings must be provided to members at least 21 days before the meeting to each member's postal or email address listed on the members register, or by publication on the association's website. Failure to receive a notice by any member does not cause a meeting that is the subject of the notice to be invalidated.

13.2 Any notice to be given to the association may be delivered personally to the Secretary, or sent by post addressed to the Secretary at the association's registered address.

13.3 A notice served by post will be taken to have been received by the recipient on the third business day after it was posted. A notice served by email or other electronic means will be taken to have been received two hours after it was successfully transmitted. A notice given by publication on the association's website is taken to have been served when it is first inserted and able to be viewed publicly.

14. MANAGEMENT COMMITTEE

14.1 The management committee constitutes the 'committee' for the purposes of the Act. Subject to the Act and this constitution, the business and affairs of the association must be managed by the management committee which may exercise the powers of the association for that purpose.

14.2 The management committee must perform its functions in the pursuit of the purposes and in the interests of the association as a whole, having regard to the association's position as a political party.

14.3 Management committee members must exercise their powers and discharge their duties in accordance with the Act.

14.4 The management committee must comprise at least five persons, each of whom must be a voting member. The management committee comprises the following offices:

- a) Convenor;
- b) Deputy Convenor;
- c) Secretary;
- d) Treasurer;
- e) Deputy Treasurer; and
- f) Any additional positions the management committee creates for the purpose of administering and managing the purposes and activities of the association.

14.5 At the first meeting of the management committee after each annual general meeting, the committee must elect members to each of the offices. One officer of the management committee may hold two positions.

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

14.7 The management committee may allocate portfolios and tasks to officers.

15. ELECTION OF THE MANAGEMENT COMMITTEE

15.1 The management committee must call for nominations to the management committee at least 21 days prior to the annual general meeting. The management committee may, when it calls for nominations, indicate which positions on the management committee it wishes to fill, the job descriptions for those positions and the qualifications or experience it considers desirable for those positions.

15.2 Nominations must:

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

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

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

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

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

15.7 If, at the close of the annual general meeting, vacancies on the management committee remain unfilled, the vacant positions become casual vacancies. The management committee may at any time co-opt a voting member to fill a casual vacancy on the management committee.

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

15.9 A person ceases to be an officer on the management committee, and the position of that officer becomes vacant, if the officer:

- a) dies;
- b) becomes bankrupt or makes any arrangement or composition with creditors generally;
- c) suffers from legal incapacity;
- d) ceases to be a voting member;
- e) resigns their office by notice in writing to the association;
- f) is disqualified from office under section 78 of the Act;
- g) is absent without the consent of the management committee for three successive meetings of the management committee; or
- h) is removed by a special resolution of voting members in general meeting.

16. MEETINGS OF THE MANAGEMENT COMMITTEE

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

16.2 Subject to this constitution, the management committee may adjourn and otherwise regulate its meetings as it thinks fit.

16.3 At meetings of the management committee, a quorum is the greater of two officers or a majority of the officers at the time.

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

16.5 An officer may attend a meeting of the management committee by telephone or other electronic means by which they can hear and be heard.

16.6 Subject to this constitution, questions arising at any meeting of the management committee are decided by ordinary resolution. Each committee member has one vote on any question. The chairperson does not have a casting vote in decisions of the management committee.

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

16.8 Officers must comply with sections 80 and 81 of the Act regarding disclosure of interests and voting on any material personal interests.

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

17. NOMINATIONS SUBCOMMITTEE

The management committee must establish a nominations subcommittee and appoint its members. By regulation, the management committee may define the role, responsibilities, authorities and accountabilities of the nominations subcommittee.

18. POLICY SUBCOMMITTEE

The management committee must establish a policy subcommittee and appoint its members. By regulation, the management committee may define the role, responsibilities, authorities and accountabilities of the policy subcommittee.

19. EXECUTIVE AND STAFF

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

20. DELEGATED AUTHORITY

The management committee may, by resolution, delegate the exercise of any of its powers and functions to a committee member, a subcommittee it establishes, a voting member, or a staff member, other than:

- a) this power of delegation; and
- b) a function that is a function imposed on the management committee by the Act, by any other law, or by resolution of the association in general meeting.

21. RECORDS AND ACCOUNTS

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

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

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

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

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

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

22. SOURCE OF FUNDS

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

23. APPLICATION OF INCOME

23.1 The income and property of the association must be applied solely towards the promotion of the purposes.

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

23.3 Nothing in this constitution prevents a payment in good faith for:

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

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

23.5 The management committee may approve expenditure on behalf of the association. All cheques and electronic payments must be authorised by two management committee members.

24. AUDITOR

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

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

25. INDEMNITY

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

26. COMMON SEAL

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

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

27. ALTERATION OF THE CONSTITUTION

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

28. REGULATIONS

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

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

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

29. WINDING UP

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

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

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

30. TRANSITIONAL

30.1 The persons who were members of the association immediately before its incorporation become the first members of the incorporated association.

30.2 The association must hold its first annual general meeting at any time within 18 months after its incorporation.

Regulations

(to be decided by the management committee)