

CONSTITUTION OF WESTERN AUSTRALIA PARTY

(PREVIOUSLY KNOWN AS JULIE MATHESON FOR WESTERN AUSTRALIA)

Amended 15 December 2017

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1. NAME OF ASSOCIATION

- 1.1. The name of the Incorporated Association is **Western Australia Party Inc**
- 1.2. The Association was established on 19 February 2016.
- 1.3. The Association was incorporated for political purposes under the Associations Incorporation Act 1987 on 15 March 2016.
- 1.4. The Incorporation Number of the Association is A1020160V.

2. DEFINITIONS AND INTERPRETATION

2.1. Definitions

Association means Western Australia Party'

Annual General Meeting means a meeting of the kind described in clause 18.1

Associations Incorporation Act means the Associations Incorporation Act 1987 (Western Australia) as amended or re-enacted.

Commonwealth Electoral Act means the Commonwealth Electoral Act 1918 (Commonwealth) as amended.

Constitution means this constitution of the Association

Convenor at any time means Julie Matheson, or another Voting Member holding the position of Convenor under clause 11.6 of this Constitution.

Officer means a person holding office as a member of the Management Committee.

Financial Year means the year ending on the 30 June following incorporation and thereafter each period of 12 months commencing on 1 July and ending on 30 June each year.

General Meeting means a general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

In writing means a document which is handwritten, typed or submitted electronically.

Management Committee means the body described in clause 10.

Member means a paid up member (having paid membership fees in full) for the time being of the Association.

Membership means membership of the Association.

Objects means the objects of the Association in clause 4.

Ordinary Resolution means:

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Voting Members present, entitled to vote and voting; or
- (b) at a meeting of Management Committee or a committee of the Management Committee, a resolution passed by a majority of the Officers present, entitled to vote and voting.

Parliamentary Member at any time means a Member who is a member of the Parliament of the Commonwealth or the Parliament of Western Australia at that time.

Rule means a rule, regulation, by-law or policy made by the Management Committee under this Constitution.

Seal means the common seal of the Association.

Special General Meeting means a general meeting of Members convened in accordance with clause 19.

Special Resolution means a resolution passed at a General Meeting of Members if:

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Voting Members; and
- (b) the resolution is passed at a duly convened meeting of the Voting Members by a majority of not less than three-quarters of Voting Members present, entitled to vote and voting.

Supporter Member means a person admitted as a Supporter Member or 'Supporter' of the Association under clause 5.1.3.

Voting Member means a person which is admitted as a voting Member under clause 5.1.2.

Western Australian Electoral Act means the Electoral Act 1907 (Western Australia) as amended.

2.2. Interpretation

- 2.2.1. words in the singular include the plural and vice versa;
- 2.2.2. words in any gender includes all genders;
- 2.2.3. reference to a statute or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them

2.3. Associations Incorporation Act

2.3.1. Words and phrases which are defined in the Associations Incorporation Act and which are not specifically defined in clause 2.1 have the same meanings in this Constitution as they do in the Associations Incorporation Act.

2.3.2. Model rules under the Associations Incorporation Act are displaced by this Constitution and are not applicable to the Association.

3. OBJECTS OF THE ASSOCIATION

3.1. Promote Candidates to Parliament of the Commonwealth

To promote candidates endorsed by the Association to either or both of the House of Representatives and the Australian Senate of the Parliament of the Commonwealth;

3.2. Promote Candidates to Parliament of Western Australia

To promote candidates endorsed by the Association to either or both of the House of Assembly or the Legislative Council of the Parliament of Western Australia;

3.3. Political Party under Commonwealth Electoral Act

To become registered, and maintain registration, by the Australian Electoral Commission as an eligible political party under the Commonwealth Electoral Act;

3.4. Political Party under Western Australian Electoral Act

To become registered, and maintain registration, by the Electoral Commission of Western Australia as an eligible political party under the Western Australian Electoral Act;

3.5. Represent Western Australians

To represent the people of Western Australia through the parliamentary system at a national, state and local government level;

3.6. Western Australian Issues

To identify, raise awareness of, focus upon and represent at a national level, at state level and local government the interests of Western Australians in relation to issues that affect the State of Western Australia;

3.7. Conscientious Voting

To allow and encourage Parliamentary Members of the Association to vote according to their consciences;

3.8. Support Campaigns

To support campaigns of endorsed candidates for election, including financial, logistical and administrative support;

3.9. Promote Policies

To promote the Objects and activities referred to in clause 3 including awareness, understanding and support for policies of the Association; and

3.10. Incidental Activities

To undertake and do other things or activities necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE ASSOCIATION

For furthering the Objects, the Association has:

- 4.1. the specific rights, powers and privileges conferred on it by section 25 of the Associations Incorporation Act; and
- 4.2. in addition, all the powers it would have if it were a company incorporated under the Corporations Act 2001 (Commonwealth).

5. MEMBERS

5.1. Categories of members

The Members of the Association consist of:

- 5.1.1. Parliamentary Members;
- 5.1.2. Voting Members;
- 5.1.3. Supporter Members (or 'Supporters'); and
- 5.1.4. any other classes or categories of Membership resolved by the Management Committee.

5.2. Inaugural Voting Members

- 5.2.1. Mrs Julie Matheson; and
- 5.2.2. Mr Stephen Phelan

5.3. Mandatory Membership Requirements

The Association must at all times have Membership of the description required to be either:

- 5.3.1. an eligible political party within the meaning of the Commonwealth Electoral Act; or
- 5.3.2. an eligible political party with the meaning of the Western Australian Electoral Act.

5.4. Admission of Members

- 5.4.1. Subject to clause 5.8, a candidate for membership must apply to the Management Committee in writing.
- 5.4.2. A person is not eligible to apply for Membership, or to become or remain a Member, at a particular time if the person is, at the time, a member of another political party (whether or not registered) within the meaning of any one or more of:
- (a) the Commonwealth Electoral Act;
 - (b) the Western Australian Electoral Act; or
 - (c) the laws of any other State or Territory of Australia governing the registration of political parties.
- 5.4.3. If a person is or becomes ineligible to apply for Membership, or to become or remain a Member, under clause 5.4.2, that person must:
- (a) not apply to be a Member for so long as he or she is ineligible; and
 - (b) (if he or she is a Member at that time) - resign his or her Membership effective immediately.
- 5.4.4. The application must:
- (a) be in a form approved by the Management Committee;
 - (b) contain full particulars of the name, address and contact details of the applicant;
 - (c) identify the category of membership for which the applicant is applying;
 - (d) be accompanied by the membership fee (if not set at zero) payable in cash or such other means prescribed by any applicable Rule; and
 - (e) contain any other information prescribed by the Associations Incorporation Act or by any Rule for an application for membership in that category.
- 5.5. The Management Committee shall set a membership fee, which may change without notice from time to time, and may be set at zero.
- 5.6. **Discretion to accept or reject application**
- 5.6.1. The Management Committee may accept or reject an application for Membership at its sole and absolute discretion, whether or not the application has complied with the requirements of clause 5.4.
- 5.6.2. The Officers are not required nor can they be compelled to provide any reason for rejection.
- 5.6.3. Membership begins on the later to occur of:
- (a) acceptance by the Membership Committee of an application for membership; or
 - (b) payment of any fees payable by the new Member.

5.7. Voting Members

- 5.7.1. Each Parliamentary Member is a Voting Member.
- 5.7.2. A natural person may apply to the Management Committee for admission to membership as a Voting Member.
- 5.7.3. A Voting Member has the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.
- 5.7.4. Each Voting Member is taken, by virtue of that membership, to have agreed to:
 - (a) observe and comply with this Constitution and the Rules;
 - (b) conscientiously attend General Meetings;
 - (c) pay the subscriptions, fees and levies (if any) set out in the Rules as payable by Voting Members with the period stated in the Rules.

5.8. Supporter Members (Supporters)

- 5.8.1. A natural person may apply to the Management Committee for admission to membership as a Supporter Member.
- 5.8.2. A Supporter Member may also be known as a 'Supporter' of the Association.
- 5.8.3. A Supporter Member has the right to receive notice of General Meetings and to be present, but not to debate or vote at General Meetings.
- 5.8.4. A Supporter Member is under no obligation to attend General Meetings.
- 5.8.5. Each Supporter Member is taken, by virtue of that membership, to have agreed to:
 - (d) observe and comply with this Constitution and the Rules;
 - (e) conscientiously attend General Meetings; and
 - (f) pay the subscriptions, fees and levies (if any) set out in the Rules as payable by Voting Members with the period stated in the Rules.

5.9. Obligations of Members

Each Member must:

- 5.9.1. treat all other Members, Officers, staff and representatives of the Association with respect and courtesy at all times;
- 5.9.2. uphold and enhance the standards and reputation of the Association;

- 5.9.3. observe the directions, procedures and decisions of the Management Committee and, in the case of a General Meeting, the chairperson of that meeting; and
- 5.9.4. not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Association.

5.10. Public Statements

- 5.10.1. Each Member acknowledges that in the best interests of the Association that public statements (including press releases and other formal and informal statements to the media) for or on behalf of the Association, or representing Objects or policies of the Association, be made only by the Convenor or as expressly authorised in writing by the Convenor.
- 5.10.2. Each Member must not make public statements (including press releases and other formal and informal statements to the media) for or on behalf of the Association, or representing Objects or policies of the Association, unless that Member is the Convenor or expressly authorised in writing by the Convenor to make such statements.

5.11. Register of Members

- 5.11.1. The Association must keep and maintain a register of Members in accordance with the Associations Incorporation Act.
- 5.11.2. In addition to the information required by the Associations Incorporation Act, the register may contain such other information as the Management Committee considers appropriate.
- 5.11.3. Members must provide the Association with the details required by the Association to keep the register complete and up to date.

5.12. Effect of Membership

- 5.12.1. The Constitution constitutes a contract between each of the Members and the Association.
- 5.12.2. Each Member is bound by the Constitution and any Rules.

6. CESSATION OF MEMBERSHIP

6.1. General

A Member ceases to be a Member of the Association if:

- 6.1.1. the Member dies;
- 6.1.2. the Member ceases to be eligible to apply for Membership, or to become or remain a Member, under clause 5.4;
- 6.1.3. the Member resigns from membership in writing;

- 6.1.4. the Member was admitted as a member of the Association for a fixed or specified period which has expired;
- 6.1.5. the Member is bankrupted or makes any arrangement or composition with creditors generally;
- 6.1.6. the Member is convicted of an indictable offence for which the term of imprisonment for 12 months or more; or
- 6.1.7. the Member is expelled from the Association by the Membership Committee under clause 6.3.

6.2. Notice of Resignation

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 Association.

6.3. Expulsion for breach

- 6.3.1. The Management Committee may expel a Member from the 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 any Rules.
- 6.3.2. The Management Committee may at its discretion, convene a committee under clause 7.2 to hear and determine any allegation that a Member has materially breached one or more of its obligations under this Constitution. The committee must comprise no more than four persons of which one is a Voting Member.
- 6.3.3. The Management Committee may rely on the findings and recommendations of the committee, but is not required to do so.
- 6.3.4. The Management Committee may expel a Member under this clause 6.3 at its sole and absolute discretion and is not required to observe the rules of natural justice in considering and determine whether or not to expel a Member.
- 6.3.5. Clause 6.3.1 applies despite anything contained in any Rule made under clause 7.1.
- 6.3.6. Notice of expulsion must be made in writing.

6.4. Return of Property

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.

6.5. Membership may be Reinstated

- 6.5.1. Nothing in this clause 6 prevents a former member from applying for readmission to Membership.
- 6.5.2. 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.
- 6.5.3. Membership which has ceased under this clause 6 may be reinstated at the discretion of the Management Committee without an application having been made under clause 6.5.1, with such conditions as it deems appropriate.

6.6. Refund of Membership Fees

Membership fees, subscriptions 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.

7. DISCIPLINE

7.1. Disciplinary Rules

The Management Committee may make Rules governing the hearing and determination of disagreements, disputes, grievances, protests or complaints by or against Members and any other matter involving the enforcement of this Constitution or the Rules against Members.

7.2. Scope of Disciplinary Rules

A Rule made under clause 7.1 may:

- 7.2.1. provide for one or more committees to hear and resolve cases falling under clause 7.1;
- 7.2.2. prescribe penalties for breaches of this Constitution or the Rules; and
- 7.2.3. otherwise prescribe the procedures for dealing with cases falling under clause 7.1.

7.3. Management Committee may deal

Despite any Rules made under clause 7.1, the Management Committee may itself deal with any disciplinary matter referred to it or appoint a committee to do so.

7.4. Natural Justice

All proceedings relating to cases falling under clause 8.1 must be conducted according to the rules of natural justice.

7.5. Expulsion

7.5.1. This clause 7 is subject in all respects to clause 6.3.

8. CONFLICT RESOLUTION

8.1. In the event of conflict within the Party, not resolved by this constitution or any existing Rules, a person nominated by the Management Committee will act as mediator. If this mediation is not successful the matter will be resolved by a motion put to a vote determined by simple majority of the Management Committee.

9. FEES, SUBSCRIPTIONS AND LEVIES

9.1. Fix Fees, Subscriptions and Levies

The Management Committee will:

- 9.1.1. fix annual membership subscriptions;
- 9.1.2. fix such other fees or levied as the Management Committee considers prudent for the effective and sustainable management of the affairs of the Association; and
- 9.1.3. determine the time and manner of payment of subscriptions, fees and levies by Members to the Association.

9.2. Different Rates

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.

9.3. Authorise Payment

The Management Committee may also authorise payment of subscriptions, fees or levies by instalments for some or all of the categories of membership and it may prescribe different terms of installments for different categories of membership.

9.4. Full Payment

On admission to membership a new Member must pay the current full year's subscription unless the Management Committee agrees to accept payment in instalments.

9.5. Waiver

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.

10. MANAGEMENT COMMITTEE

10.1. Committee

The Management Committee constitutes the 'committee' for the purposes of the Associations Incorporation Act.

10.2. Responsibility of Management Committee

The Management Committee is responsible for the management and stewardship of the Association.

10.3. General Powers of Management Committee

10.3.1. Subject to the Associations Incorporation 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.

10.3.2. The Management Committee must perform its functions in the pursuit of the Objects and in the interests of the Association as a whole, having regard to the Association's position as a political party under the Commonwealth Electoral Act and the Western Australian Electoral Act (or either of them).

10.4. Limitation

The Management Committee may not cause the Association to cease to be a political party under the Commonwealth Electoral Act and the Western Australian Electoral Act (or either of them) without a Special Resolution of the Voting Members in a General Meeting.

11. COMPOSITION OF THE MANAGEMENT COMMITTEE

11.1. Composition

The Management Committee must comprise at least two (2) persons, each of which must be a Voting Member.

11.2. Office Positions

The Management Committee comprises the following positions:

11.2.1. Convenor;

11.2.2. Party Secretary;

11.2.2.1. Duties and Responsibilities

The Party Secretary fulfils the requirements and obligations of the position of the same name defined in the Commonwealth Electoral Act 1918.

Provide notice in advance to members of all official meetings.

Prepare schedules, agenda, and correspondence from members for submission to the meeting, and record attendance of persons present, and arrange for minutes or logs to be recorded.

Co-ordinate official correspondence of the Management Committee.

Maintain the party register, in accordance with Commonwealth Electoral Act 1918.

Maintain custody of all documents, statements and records of the Party, and except for those documents that are otherwise accounted for in this Constitution, by other officers.

Briefly minute, or delegate responsibility for minuting, listing the decisions of meetings of the Management Committee and ensure publication at the earliest possible convenience.

11.2.3. Treasurer; and

11.2.4. any additional positions that the Management Committee creates for the purpose of administering and managing the Objects and activities of the Association.

11.3. Multiple Positions

One Officer of the Management Committee may hold two or more positions, but may not hold all positions.

11.4. Initial Management Committee

The initial Management Committee upon and with effect from establishment of the Association comprises:

11.4.1. Mrs Julie Matheson (Convenor);

11.4.2. Mr Stephen Phelan (Party Secretary and Treasurer).

11.5. Portfolios and Tasks

Subject to the role and responsibilities of the Secretary as set out in Clause 11.2.2.1, the Management Committee may allocate portfolios and tasks to Officers.

11.6. Convenor

The Convenor is responsible for making public statements (including press releases and other formal and informal statements to the media) on behalf of the Association.

For the purposes of Section 140 of the Electoral Act of the Commonwealth, the Convenor is the Registered Officer.

12. OFFICERS OF THE MANAGEMENT COMMITTEE

12.1. Nominations

- 12.1.1. The Management Committee must call for nominations for Officers of the Management Committee at least twenty (20) days prior to the Annual General Meeting.
- 12.1.2. 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.

12.2. Form of Nomination

Nominations must:

- 12.2.1. be in writing;
- 12.2.2. be in the prescribed form (if any) provided for that purpose;
- 12.2.3. be signed by the nominee, who must be a Voting Member;
- 12.2.4. disclose any position the nominee holds in any company and any political party, or has held during the preceding five years; and
- 12.2.5. be delivered to the Association not less than five (5) days before the date fixed for the Annual General Meeting.

12.3. Elections

- 12.3.1. If the number of nominations received for the Management Committee does not exceed the number of vacancies to be filled, then, subject to clause 12.3.5, those nominated will be declared elected at the Annual General Meeting.
- 12.3.2. If there are insufficient nominations received to fill all vacancies on the Management Committee, nominations for the remaining positions may be made from the floor of the Annual General Meeting. If the number of nominations received from the floor does not exceed the number of vacancies to be filled, then, subject to clause 12.3.5, those nominated will be declared elected at the Annual General Meeting.

- 12.3.3. 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.
- 12.3.4. 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.
- 12.3.5. At the end of the procedures described in clauses 12.3.1 to 12.3.4, any Voting Member may demand a confirmatory vote in which case each Officer 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 Officer is not approved by the meeting, he or she will not be entitled to take office.
- 12.3.6. If at the close of the Annual General Meeting, vacancies on the Management Committee remain unfilled, the vacant positions will be casual vacancies under clause 13.1.

12.4. Term of Appointment for Officers

- 12.4.1. Subject to clause 13.4.2, the term of office of each Officer begins at the conclusion of the Annual General Meeting at which their election occurs.
- 12.4.2. If the law requires the Officer to have a particular qualification or clearance (for example, police clearance), the Officer's term will not begin until the qualification or clearance has been established.
- 12.4.3. The term of office of each Officer ends at the conclusion of the second Annual General Meeting following their election, but the Officer is eligible for re-election.

13. VACANCIES ON THE MANAGEMENT COMMITTEE

13.1. Casual Vacancies

Any casual vacancy occurring in a position on the Management Committee may be filled by the remaining Officers. A person appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting irrespective of the term of office of the person whom he or she replaces.

13.2. Termination of Officer on Management Committee

A person ceases to be an Officer on the Management Committee, and the position of that Officer becomes vacant, if the Officer:

- 13.2.1. dies;
- 13.2.2. becomes bankrupt or makes any arrangement or composition with creditors generally;
- 13.2.3. suffers from legal incapacity;
- 13.2.4. ceases to be a Voting Member;
- 13.2.5. resigns his or her office by notice in writing to the Association;
- 13.2.6. is disqualified from office under section 30 of the Associations Incorporation Act;
- 13.2.7. is absent without the consent of the Management Committee for three (3) successive meetings of the Management Committee;
- 13.2.8. is removed by the Members in General Meeting; or
- 13.2.9. would otherwise be prohibited from being a director of a corporation under the Corporations Act 2001 (Commonwealth).

14. MEETINGS OF THE MANAGEMENT COMMITTEE

14.1. Committee to Meet

- 14.1.1. The Management Committee must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Associations Incorporation Act).
- 14.1.2. The Management Committee must meet not less than once in each quarter.
- 14.1.3. Subject to this Constitution, the Management Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- 14.1.4. Any Officer may at any time convene a meeting of the Management Committee on not less than seven (7) days' notice to the other Officers.

14.2. Attendance by Telephone

An Officer may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.

14.3. Chairperson

- 14.3.1. The Convenor is the chairperson of meetings of the Management Committee.
- 14.3.2. The chairperson will act as chair of any Management Committee meeting or General Meeting at which he or she is present.

- 14.3.3. If the chairperson is not present, or is unwilling or unable to preside at a meeting the remaining Officers must appoint another Officer to preside as chair for that meeting only.

14.4. Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Management Committee may be decided by Ordinary Resolution. Each Officer has one (1) vote on any question.

14.5. Chairperson has Casting Vote

The chairperson has a casting vote in decisions of the Management Committee.

14.6. Resolutions not in Meeting

14.6.1. Subject to clause 14.6.4, the Management Committee may pass a resolution without a Management Committee meeting 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. The resolution is passed when the last Officer signs.

14.6.2. For the purposes of clause 14.6.1, separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.

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

14.6.4. A resolution may not be passed under clause 14.6.1 if, before it is circulated for voting under clause 14.6.1, the Management Committee resolves that it can only be put at a meeting of the Management Committee.

14.6.5. A resolution passed under this clause must be recorded in the minute book.

14.7. Quorum

At meetings of the Management Committee the number of Officers whose presence is required to constitute a quorum is the greater of:

14.7.1. two (2) Officers; or

14.7.2. half of the number of Officers on the Management Committee, rounded up to the next whole number.

14.8. Officers' Interests

The Officers must comply with sections 31 and 32 of the Associations Incorporation Act regarding disclosure of interests and voting on contracts in which an Officer has an interest.

15. EXECUTIVE AND STAFF

The Management Committee may, from time to time, employ a chief executive, manager and other personnel and staff it considers necessary or appropriate, in each case for such period and on such conditions as the Management Committee determines.

16. DELEGATIONS

16.1. The Management Committee may, in writing, establish subcommittees and delegate to each of them the exercise of the functions of the Management Committee that are specified in the instrument of delegation, other than:

16.1.1. this power of delegation; and

16.1.2. a function that is a function imposed on the Management Committee by the Associations Incorporation Act, by any other law, or by resolution of the Association in General Meeting.

17. COMMON SEAL

17.1. Seal

The Association may have a Seal on which its corporate name appears in legible characters.

17.2. Use of Seal

The Seal may not be used without the express authorisation of the Management Committee and every use of the Seal must be recorded in the minute books of the Association. The affixing of the Seal must be witnessed by two (2) Officers or by one Officer and another person authorised by the Management Committee for that purpose.

18. ANNUAL GENERAL MEETINGS

18.1. Convene Annual General Meeting

An Annual General Meeting of the Association must be held in accordance with the Associations Incorporation Act and this Constitution and on a date and at a venue to be determined by the Management Committee.

18.2. Other General Meetings

All General Meetings other than the Annual General Meeting will be Special General Meetings.

19. SPECIAL GENERAL MEETINGS

19.1. Special General Meetings may be held

The Management Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

19.2. Requisition of Special General Meeting

- 19.2.1. On the requisition in writing of not less than five per cent (5%) of the total number 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.
- 19.2.2. Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- 19.2.3. If the Management Committee does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
- 19.2.4. A Special General Meeting convened by 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.
- 19.2.5. The Management Committee must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Association.

20. ATTENDANCE AT GENERAL MEETINGS

20.1. Attendance and Voting

Unless this Constitution expressly provides otherwise, Members, the auditor and the Officers are entitled to attend General Meetings, but only Voting Members are entitled to debate and vote.

20.2. Delegates

Each Voting Member, by notice to the Association, may appoint a natural person to act as its delegate in all matters connected with the Member as if the Association were a body corporate to which section 2538 of the Corporations Act applies. The appointed Delegate will have the powers in relation to the Member as if section 2538 applied to the Association.

20.3. Revocation of Delegation

A Voting Member may, by notice to the Association, revoke an appointment made under clause 20.2.

20.4. Assumed Presence

For all the purposes of this Constitution, a Voting Member represented at a General Meeting by a Delegate is to be taken to be present in person at the meeting.

21. NOTICE OF GENERAL MEETINGS

21.1. Notice

Notice of every General Meeting must be given to every Member, the auditor and the Officers by the means authorised in clause 32.

21.2. Content of Notice

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

21.3. Period of Notice

At least twenty-one (21) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:

- 21.3.1. the agenda for the meeting; and
- 21.3.2. any notice of motion received from Voting Members entitled to vote.

22. BUSINESS

22.1. Ordinary Business

The ordinary business to be transacted at the Annual General Meeting includes:

- 22.1.1. the consideration of accounts and the reports of the Management Committee and auditors;
- 22.1.2. the election of Officers to the Management Committee under this Constitution; and
- 22.1.3. the appointment of the auditors.

22.2. Special Business

All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in clause 22.1, is special business.

22.3. No Other Business

No business other than that stated on the notice for a General Meeting may be transacted at that meeting.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1. Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 23.3.1(b), a quorum for General Meetings is ten per cent (10%) of Voting Members

23.2. Chairperson to preside

The chairperson of the Management Committee will, subject to this Constitution, preside as chairperson at every General Meeting except:

- 23.2.1. in relation to any election for which the chairperson of the Management Committee is a nominee; or
- 23.2.2. where the chairperson of the Management Committee has a conflict of interest.

If the chairperson of the Management Committee is not present or is unwilling or unable to preside, the Voting Members present must appoint another Officer to preside as chair for that meeting only.

23.3. Adjournment of meeting

- 23.3.1. If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
 - (a) if the meeting was convened on the requisition of Voting Members under clause 19.2, the meeting will lapse; and
 - (b) in any other case, those Voting Members present will constitute a quorum.
- 23.3.2. The chairperson may, with the consent of any meeting at which a quorum is present, 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.
- 23.3.3. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 23.3.4. Except as provided in clause 23.3.3, it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

23.4. Voting Procedure

At any meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded by:

23.4.1. the chairperson; or

23.4.2. a simple majority of Voting Members present at the meeting.

23.5. Demanding a Poll

A poll may be demanded before or on the declaration of the result of the show of hands.

23.6. Recording of Determinations

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 book containing 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.

24. VOTING AT GENERAL MEETINGS

24.1. Members entitled to vote

Each Voting Member is entitled to one vote at General Meetings.

24.2. Chairperson may not exercise casting vote

The chair of a General Meeting does not have a casting vote.

25. RECORDS AND ACCOUNTS

The Association must comply with its obligations under the Associations Incorporation Act in respect of accounts, records and minutes.

26. AUDITOR

26.1. Appointment if Required

The Association is not required to appoint an auditor except if required by the Associations Incorporation Act.

26.2. Appointment at Annual General Meeting

An auditor may be appointed at each Annual General Meeting as the Association's auditor for the then current Financial Year.

26.3. Vacancy

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.

26.4. Powers of Auditor

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.

27. APPLICATION OF INCOME

The Party is a non-profit organisation and accordingly the following provisions shall apply:

- 27.1. The income and property of the Association howsoever and whencesoever derived or acquired shall be applied solely towards the promotion of the objects and policy objectives of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise to the members of the Party.
- 27.2. Provided that:
 - (a) nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate of interest paid for the time being by the Association's bankers in respect of term deposits having a maturity of 180 days on money borrowed from any member of the Association.
 - (b) any member who is a member of the Management Committee of the Association pursuant to Clause 10 and who is appointed to any salaried office of the Association or any office of the Association paid by fees shall upon such appointment be deemed to have vacated the office specified in Clause 11 to which such member was elected.
 - (c) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any voting member of the Management Committee except repayment of out-of-pocket expenses and interest at the rate afore-said on money lent or reasonable and proper rent for premises demised let or sublet to the Association.

28. WINDING UP

Subject to this Constitution, the Association may be wound up or deregistered in accordance with the Association Incorporation Act.

29. DISTRIBUTION OF ASSETS ON WINDING UP

29.1. Surplus Assets

If, upon the winding-up, dissolution or deregistration of the Association and after satisfaction of all the Association's debts and liabilities, there remains surplus assets (as defined in the Associations Incorporation Act) those surplus assets shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects and objectives similar to the policy objectives of the Association and whose memorandum of association or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 27.

29.2. Determination of Recipients

The Recipients to whom the distribution is to be made under clause 29.1 may be determined by the voting Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default of a determination by Voting Members, by a judge of the Supreme Court of Western Australia.

30. CONSTITUTION

30.1. Amendment of Constitution by General Meeting

Subject to clauses 30.2 and 30.3, the Constitution may be amended by deleting or altering or a new provision may be added by Special Resolution passed at a duly convened General Meeting.

30.2. Amendment of Constitution by Management Committee

Subject to clause 30.3, the Management Committee may, by Ordinary Resolution, make amendments to this Constitution if, in the opinion of the Management Committee, such amendments are necessary:

- 30.2.1. to achieve or maintain registration as a political party under the Commonwealth Electoral Act or the Western Australian Electoral Act;
- 30.2.2. to comply with the Associations Incorporation Act; or
- 30.2.3. to achieve or maintain a particular tax status or to comply with taxation laws (including Commonwealth and State laws relating to taxation, stamp duty, land tax, payroll tax and other taxes, duties and levies).

30.3. Condition of Alteration

No part of this Constitution may be repealed, altered or amended if the Association would cease to be an eligible political party under the Commonwealth Electoral Act and the Western Australian Electoral Act as a result of that repeal, alteration or amendment.

31. RULES

31.1. Management Committee to formulate Rules

The Management Committee may make and amend Rules 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. Rules may include, without limitation, regulations governing:

- 31.1.1. the requirements of Membership;
- 31.1.2. subscriptions, fees and levies for Membership;
- 31.1.3. the conduct of meetings;
- 31.1.4. the resolution of disputes;
- 31.1.5. breaches of the Constitution or Rules; and
- 31.1.6. any other matter for which this Constitution authorises the Management Committee to make Rules or which the management Committee considers is necessary or appropriate for the good governance of the Association and its affairs.

31.2. Consistency

The Rules must be consistent with the Constitution.

31.3. Rules Binding

All Rules are binding on the Association and all Members.

31.4. Publication of Rules

Rules and any amendments, alternations or other changes to or interpretations of the Rules may be communicated to Members by a notice on the Association's website, or in any publication which is published by or on behalf of the Association and which is circulated or available to Members.

32. NOTICE

32.1. Notice to Members

Any notice required or authorised by the Constitution to be given to a Member may be served on the Member personally or by email or other electronic means or by its insertion on the Association's website or publication which is published by or on behalf of the Association and which is circulated by the Association to its members.

32.2. Notice to Association

Any notice required or authorised by this Constitution to be given to the Association may be served by delivering it personally to the Association at the

registered office or by facsimile or email to the Secretary of the Association at the registered office.

32.3. Notice by Fax or Email

A notice served by facsimile, email or other electronic means will be taken to have been received by the Member two hours after it was successfully transmitted.

33. INDEMNITY

33.1. Indemnity for Legal Proceedings

Every Officer and employee of the Association is entitled to be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Officer or employee in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any proceeding which relief is granted by the Court.

33.2. Indemnity for Conduct

The Association must indemnify its Officers and employees against all damages and losses (including legal costs) for which any Officer or employee may be or become liable to any third party in consequence of any act or omission:

- 33.2.1. in the case of an Officer, performed or made in good faith whilst acting on behalf of and with the authority, expressed or implied of the Association; and
- 33.2.2. in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Association.

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