

# Constitution of Animal Justice Party Limited

ACN 602 235 950

## Document History

Year	Amendment	Explanation
2019	1	<p><b>Motion:</b> Replace clause 17 in the Constitution with the text in Amendment 2019-1.</p> <p><b>Explanation:</b> This amendment impacts who is a Delegate, how they become a Delegate and how long they serve as a Delegate. The amendment requires Delegates to be elected every two years (instead of annually) and grants Automatic Delegate status to MPs. For clarity, if this passes, the intent is that current delegates / committees would serve for a two-year term. The amendment also allows State Committees to recommend members to become Delegates when there are vacancies but only in NatCom’s first year of office so that the (NatCom) election process is not unduly affected.</p>
	2	<p><b>Motion:</b> After 53.1 in the Constitution, insert the text in Amendment 2019-2 as new sub-clause 53.2.</p> <p><b>Explanation:</b> The amendment allows for non-Delegates to be appointed to NatCom on a casual basis should no Delegates apply for the role. This will prevent a repeat of the situation in 2019 where NatCom had no National Treasurer and no Delegate to fill the casual vacancy.</p>
	3	<p><b>Motion:</b> Replace clause 54.1 in the Constitution with the text in Amendment 2019-3.</p> <p><b>Explanation:</b> The amendment extends NatCom Members’ terms of office to two years, matching the extended Delegate terms (as proposed in Amendment 2019-1). This applies to current elections, so NatCom Members elected in 2019 shall hold office until the conclusion of the annual General Meeting in 2021.</p>
	4	<p><b>Motion:</b> Replace clause 29.1 in the Constitution with the text in Amendment 2019-4.</p> <p><b>Explanation:</b> The amendment replaces the reference to “Voting Member” with “Delegate”. This affirms the Party’s commitment to the Delegate system of governance and simplifies who needs to be notified of General Meetings.</p>
	5	<p><b>Motion:</b> Replace clause 39.1 in the Constitution with the text in Amendment 2019-5.</p> <p><b>Explanation:</b> The amendment clarifies who may vote at a General Meeting, ensuring that only Delegates (elected by members to govern the Party) may vote. This protects the integrity of the Party’s internal elections and ensures that General Meetings are fair and democratic. Without the amendment, there is an unfair disadvantage to states not hosting the General Meeting as their Delegates may be outnumbered by the Voting Members present.</p>
	6	<p><b>Motion:</b> Replace clause 29.3 in the Constitution with the text in Amendment 2019-6.</p> <p><b>Explanation:</b> This amendment will only be proposed if Amendment 2019-5 is passed. The amendment removes a redundant reference to Voting Members with 95% of the vote and replaces this with a reference to Delegates. The result is that only Delegates can decide if a General Meeting can proceed without the required notice.</p>

	7	<p><b>Motion:</b> In the Constitution after subclause 56.6 insert the text in Amendment 2019-7 as new subclause 56.7.</p> <p><b>Explanation:</b> The amendment simplifies how NatCom may propose amendments to be voted on by Delegates. Amendments will be proposed by NatCom rather than by the individual NatCom Members. This does not impact the right of Delegates to propose Delegates' Resolutions.</p>
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# Contents

<b>Preliminary</b>	8
<i>Name of Party</i>	8
<i>Type of company</i>	8
<i>Limited liability of Members</i>	8
<i>Guarantee</i>	8
<b>Definitions and interpretation</b>	8
<i>Definitions</i>	8
<i>Interpretation</i>	9
<i>Reading this constitution with the Corporations Act</i>	10
<b>Objects and powers</b>	10
<i>Object</i>	10
<i>Not-for-profit</i>	10
<i>Powers</i>	11
<i>Constitution</i>	11
<b>Winding up and revocation</b>	11
<i>Surplus Assets not to be distributed to Members</i>	11
<i>Distribution of Surplus Assets</i>	11
<b>Members</b>	12
<i>Membership and register of Members</i>	12
<i>Categories of Members</i>	12
<i>Fees and subscriptions payable</i>	13
<i>Delegates</i>	13
<i>Member request for constitution</i>	14
<i>Who can be a Member?</i>	14
<i>How to apply to become a Member</i>	14
<i>Membership approval</i>	15
<i>When a person becomes a Member</i>	15
<i>When a person stops being a Member</i>	15
Effect of cessation	15
<b>Dispute resolution and disciplinary procedures</b>	15

<i>Dispute resolution</i>	15
<i>Disciplining Members</i>	16
<b>General Meetings</b>	17
<i>General Meetings called by NatCom Members</i>	17
<i>General Meetings called by Delegates</i>	18
<i>Annual General Meeting</i>	18
<i>Notice of General Meetings</i>	19
<i>Quorum at General Meetings</i>	20
<i>Auditor's right to attend meetings</i>	20
<i>Using technology to hold meetings</i>	21
<i>Chairperson for General Meetings</i>	21
<i>Role of the chairperson</i>	21
<i>Adjournment of meetings</i>	21
<b>Delegates' resolutions and statements</b>	21
<i>Delegates' resolutions and statements</i>	21
<i>Party must give notice of proposed resolution or distribute statement</i>	22
<i>Circular resolutions of Members</i>	22
<b>Voting at General Meetings</b>	23
<i>How many votes a Voting Member has</i>	23
<i>Challenge to Member's right to vote</i>	23
<i>How voting is carried out</i>	23
<i>When and how a vote in writing must be held</i>	23
<i>Appointment of proxy</i>	24
<i>Voting by proxy</i>	24
<b>NatCom Members</b>	25
<i>Number of NatCom Members</i>	25
<i>Composition of NatCom Members</i>	25
<i>Role of President</i>	25
<i>Role of Vice-President</i>	25
<i>Role of Secretary</i>	26
<i>Role of treasurer</i>	27
<i>Role of ordinary NatCom Members</i>	27
<i>Election and appointment of NatCom Members</i>	27
<i>Casual vacancies</i>	28

<i>Term of office</i>	29
<i>When a NatCom Member stops being a NatCom Member</i>	29
<b>Powers of NatCom Members</b>	29
<i>Powers of NatCom Members</i>	29
<i>Delegation of NatCom Members' powers</i>	29
<i>Payments to NatCom Members</i>	30
<i>Execution of documents</i>	30
<i>Duties of NatCom Members</i>	30
<i>Conflicts of interest</i>	30
<b>NatCom meetings</b>	31
<i>When the NatCom Members meet</i>	31
<i>Calling NatCom meetings</i>	31
<i>Chairperson for NatCom meetings</i>	31
<i>Quorum at NatCom meetings</i>	32
<i>Using technology to hold NatCom meetings</i>	32
<i>Passing NatCom resolutions</i>	32
<i>Circular resolutions of NatCom Members</i>	32
<b>Candidates for public office</b>	32
<i>Endorsement of candidates</i>	32
<i>Direction of preferences</i>	33
<b>Minutes and records</b>	33
<i>Minutes and records</i>	33
<i>Financial and related records</i>	34
<b>By-laws</b>	34
<i>By-laws</i>	34
<b>Notice</b>	35
<i>What is notice</i>	35
<i>Notice to the Party</i>	35
<i>Notice to Members</i>	35
<i>When notice is taken to be given</i>	35
<b>Financial year</b>	36
<i>Party's financial year</i>	36
<b>Indemnity, insurance and access</b>	36

<i>Indemnity</i>	36
<i>Insurance</i>	36
<i>NatCom Members' access to documents</i>	36

# Constitution of Animal Justice Party Limited

## 1. Preliminary

### 1 Name of Party

The name of the Party is Animal Justice Party Limited ACN 602 235 950.

### 2 Type of company

The Party is a Not-For-Profit public company limited by guarantee.

### 3 Limited liability of Members

The liability of Members is limited to the amount of the guarantee in clause 4.

### 4 Guarantee

Each Member must contribute an amount not more than 20 cents (the guarantee) to the property of the Party if the Party is wound up while the Member is a Member, or within 12 months after they stop being a Member, and this contribution is required to pay for:

- (a) the debts and liabilities of the Party incurred before the Member stopped being a Member; or
- (b) the costs of winding up.

## 2. Definitions and interpretation

### 5 Definitions

In this constitution, unless the context requires otherwise:

- (a) **Animal Justice Party Charter** means the Animal Justice Party Charter prescribed by the NatCom from time to time.
- (b) **ASIC** means the Australian Securities and Investments Commission.
- (c) **Corporations Act** means the *Corporations Act 2001* (Cth).
- (d) **Delegates** means Members who have been elected as Delegates in accordance with clause 17 in this constitution.
- (e) **Delegates Present** means, in connection with a General Meeting, the Delegates that are present in person or by proxy at the venue or venues for the meeting.
- (f) **General Meeting** means a meeting of Voting Members and includes the annual general meeting, under clause 28.1.
- (g) **Initial Member** means all of the existing members of the Animal Justice Party Incorporated ABN 60 609 499 536 at the time that it is transferred to a company limited by guarantee, being the Party.
- (h) **Member** means a member of the Party.
- (i) **NatCom** means the National Committee that has overall responsibility for the Party (ie, the board of directors of the Party). The NatCom includes all of the NatCom Members.



- (j) **NatCom Member** means a director of the Party appointed to the NatCom in accordance with clause 52 or 53.
- (k) **Not-For-Profit** means an organisation that does not operate for the profit or gain of its individual members, whether these gains would have been direct or indirect. This applies both while the organisation is operating and when it winds up.
- (l) **Party** means Animal Justice Party Limited ACN 602 235 950.
- (m) **President** means a person elected to be the Party's president and chairperson.
- (n) **Proscribed Organisation** means any organisation determined to be such an organisation by majority vote of the NatCom.
- (o) **Regional Group Committees** means sub-committees to be established by the NatCom under section 198D of the Corporations Act to govern each of the Regional Groups in the manner determined by the NatCom as set out in the relevant sub-committee charter.
- (p) **Regional Groups** means groupings of Members in a particular state or territory, based around a particular electoral area.
- (q) **Secretary** means the company secretary of the Party (i.e. the company secretary of the NatCom).
- (r) **Special Resolution** means a resolution:
  - (i) of which notice has been given under clause 29.5(c); and
  - (ii) that has been passed by at least 75% of the votes cast by Delegates Present and entitled to vote on the resolution.
- (s) **State Committees** means sub-committees to be established by the NatCom under section 198D of the Corporations Act to govern the State Parties in the manner determined by the NatCom as set out in the relevant sub-committee charter.
- (t) **State Parties** means groupings of Members that form the Party's state or territory political parties which may be comprised of Regional Groups.
- (u) **Surplus Assets** means any assets of the Party that remain after paying all debts and other liabilities of the Party, including the costs of winding up.
- (v) **Voting Members** means a Member in any category of membership that is entitled to vote on the matter(s) being, or to be, considered at any given time as determined by the NatCom.
- (w) **Voting Members Present** means, in connection with a General Meeting, a Voting Member present in person or by proxy (if allowed by this constitution) at the venue or venues for the meeting.

## 6 Interpretation

In this constitution, unless the context indicates a contrary intention:

- (a) **(headings)** Headings and the table of contents are inserted for convenience only and do not affect interpretation of this constitution.

- (b) **(legislation)** A reference to any legislation or provision of legislation includes all amendments, consolidations or replacements and all regulations or instruments issued under it.
- (c) **(replacement bodies)** A reference to a body (including an institute, association or authority) which ceases to exist or whose powers or functions are transferred to another body is a reference to the body which replaces it or which substantially succeeds to its power or functions.
- (d) **(singular)** The singular includes the plural and vice-versa.

## 7 Reading this constitution with the Corporations Act

- 7.1 The replaceable rules set out in the Corporations Act do not apply to the Party.
- 7.2 The Corporations Act overrides any clause in this constitution which is inconsistent with the Corporations Act.
- 7.3 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.

## 3. Objects and powers

### 8 Object

- 8.1 The purpose of the Party is to:
  - (a) seek the election or appointment to parliaments of the states, territories and Commonwealth of Australia, and to local government councils, of people committed to the principles of the Animal Justice Party Charter;
  - (b) promote the election to the Legislative Assembly of a candidate or candidates endorsed by the party or by a body or organisation of which the party forms a part of;
  - (c) undertake coordinated campaigns of actions with a view to improving the condition of animals in society through legal reform;
  - (d) develop and implement policies consistent with the principles expressed in the Animal Justice Party Charter;
  - (e) encourage Members to take part in policy development for the Party;
  - (f) support and assist in the individual and public educational processes necessary to develop an understanding of animal issues;
  - (g) promote cruelty-free behaviour in the community;
  - (h) expand the membership of the Party;
  - (i) organise activities which publicise and further the aims of the Party;
  - (j) engage with other organisations with aims consistent with those of the Party.

### 9 Not-for-profit

- 9.1 The income and property of the Party from wherever derived must be applied solely towards promoting the Party as provided in this constitution.
- 9.2 The Party must not distribute any income or assets directly or indirectly to its Members, except as provided in clauses 9.3 and 58.2.

- 9.3 Clause 9.1 does not stop the Party from doing the following things, provided they are done in good faith:
- (a) paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Party; or
  - (b) making a payment to a Member in carrying out the Party's purpose(s).

## 10 Powers

Subject to clause 9, the Party has the following powers, which may only be used to carry out its purpose(s) set out in clause 8:

- (a) the powers of an individual; and
- (b) all the powers of a company limited by guarantee under the Corporations Act.

## 11 Constitution

- 11.1 This constitution contains provisions setting out the manner in which the Members of the Party have agreed to conduct the internal administration of the Party.
- 11.2 This constitution shall have effect as a contract between:
- (a) the Party and each Member;
  - (b) the Party and each NatCom Member; and
  - (c) a Member and each other Member.
- 11.3 Each Member agrees to accept the provisions of this constitution and comply with its provisions.
- 11.4 Subject to clause 11.5 and 11.7, the Delegates may amend this constitution by passing a Special Resolution. Any amendments must be consistent with all applicable laws and any relevant state, territory and Federal rules for political parties.
- 11.5 The Delegates must not pass a Special Resolution that amends this constitution if passing it causes the Party to no longer be a Not-For-Profit.
- 11.6 If the Party adopts, amends or repeals any part of this constitution, the Party must lodge with ASIC the Special Resolution which adopts, amends or repeals the constitution within 14 days of the resolution being passed.
- 11.7 A Special Resolution making a material alteration to clauses 3, 4, 8, 9, 12 or 13 of this constitution has no effect unless approved or accepted by the Australian Taxation Office, ASIC or other applicable regulatory authority.

## 4. Winding up and revocation

### 12 Surplus Assets not to be distributed to Members

If the Party is wound up, any Surplus Assets must not be distributed to a Member or a former Member of the Party, unless that Member or former Member is a Not-For-Profit described in clause 13.1.

### 13 Distribution of Surplus Assets

- 13.1 Subject to the Corporations Act, any other applicable laws and any court order, if the Party is wound up or dissolved, the assets and property available for distribution after satisfaction of all debts and liabilities must be given or transferred to one or more Not-For-Profits:
- (a) having objects similar to the purposes of the Party; and

- (b) whose constitution prohibits the distribution of its income and property to an extent at least as great as that imposed by this constitution.

13.2 The NatCom may determine the identity of the Not-For-Profit(s) for the purpose of clause 13.1 at the time of dissolution.

13.3 If the NatCom fails to determine the identity of the Not-For-Profit(s) under clause 13.2, the Party may apply to the Supreme Court of New South Wales to make the determination.

## 5. Members

### 14 Membership and register of Members

14.1 The Members of the Party are:

- (a) the Initial Members; and
- (b) any other person that the NatCom allows to be a Member, in accordance with this constitution.

14.2 The Party must establish and maintain a register of Members. The register of Members must be kept by the Secretary and must contain:

- (a) for each current Member:
  - (i) name;
  - (ii) address;
  - (iii) date the Member was entered on to the register; and
  - (iv) any other information required by the Australian Electoral Commissions.
- (b) for each person who stopped being a Member in the last seven years:
  - (i) name;
  - (ii) address;
  - (iii) dates the membership started and ended; and
  - (iv) any other information required by the Australian Electoral Commissions.

14.3 To the extent required by law, the Party must allow current Members to inspect the register of Members, free of charge, at any reasonable hour.

14.4 A Member must not use information about a person obtained from the register of Members to contact or send material to the person, other than for:

- (a) purposes relevant to the holding of the interests recorded in the register of Members or the exercise of the rights attaching to them;
- (b) purposes approved by the NatCom; or
- (c) any other purpose necessary to comply with the law (including the Corporations Act).

14.5 For the avoidance of doubt, a Member must not use information about a person obtained from the register of Members to contact or send material to the person for the purpose of expressing any personal grievances, opinions and comments in relation to the Party.

### 15 Categories of Members

- 15.1 The NatCom may:
- (a) establish or change categories of Members and prescribe the qualifications, rights and privileges of persons to become a Member of any category;
  - (b) divide Members by reference to their state, territory or place of residence;
  - (c) establish categories of special members to advance the Party's purposes.
- 15.2 The NatCom must ensure that the matters outlined in clause 15.1 are documented and made available to people wishing to apply for membership. For the avoidance of any doubt, this constitution does not apply to any categories of special members established by NatCom pursuant to clause 15.1(c).

## 16 Fees and subscriptions payable

- 16.1 Each Member must pay to the Party a membership fee of \$20 or such other amount as determined by the NatCom from time to time:
- (a) on admission to membership; and
  - (b) on each succeeding anniversary of admission to membership.
- 16.2 Any Voting Member that has not paid all fees and subscriptions owing to the Party is not entitled to vote on any matter. The NatCom may prescribe other restrictions on Members that have not paid all fees and subscriptions owing to the Party.
- 16.3 The NatCom must ensure that the matters outlined in clause 16 are documented and made available to Members and people wishing to apply for membership.

## 17 Delegates

- 17.1 The Voting Members will elect Delegates on a two-year basis in the manner prescribed by the NatCom.
- 17.2 The number of Delegates to be elected every two years will be determined by the NatCom.
- 17.3 The position of Delegate is only open to Members of the Party who have paid all membership fees and/or subscriptions owing to the Party. The NatCom may determine further eligibility criteria for the appointment of Delegates from time to time.
- 17.4 Delegates are the only Members with the right to:
- (a) vote on a matter requiring a Special Resolution; and
  - (b) appoint or remove a NatCom Member.
- 17.5 In addition to the rights and privileges described in clause 17.4, the NatCom may prescribe other rights, privileges and responsibilities of Delegates from time to time.
- 17.6 The NatCom must ensure that the matters outlined in clause 17 are documented and made available to Members.
- 17.7 Any elected representative, sitting as a state or federal Member of Parliament, is deemed elected as an Automatic Delegate for the duration of their term of office representing the Animal Justice Party. These Automatic Delegates are in addition to a State or Territory's prescribed number of Delegates and are not permitted to sit on State or National Committees. Automatic Delegates otherwise have the rights and responsibilities of Delegates as outlined in this Constitution and National Bylaws. Automatic Delegates must still fulfil and uphold the Delegate Eligibility as prescribed.

- 17.8 Where a state or territory has fallen short of their appropriate allocation of delegates, for whatever reason, the state committee by majority may recommend replacements to NatCom who may, in the first year after NatCom's election, choose to accept them as Delegates.

## 18 Member request for constitution

- 18.1 The Party must send a copy of its constitution to a Member of the Party within 7 days if the Member:
- (a) asks the Party, in writing, for the copy; and
  - (b) pays any prescribed fee required by the Party.

## 19 Who can be a Member?

- 19.1 A person is eligible to be a Member of the Party if they:
- (a) support the purposes of the Party;
  - (b) accept and agree to abide by this constitution;
  - (c) are not a current member of any other Australian political party;
  - (d) are not a member of a Proscribed Organisation;
  - (e) have not been convicted of a disqualifying electoral offence within 10 years of their application for membership under clause 20;
  - (f) are eligible to apply to be a Member of the Party under clause 20.
- 19.2 If a person applies for membership of the Party and is, at the time he or she makes the application:
- (a) a member of a Proscribed Organisation; and/or
  - (b) has been convicted of a disqualifying electoral offence within 10 years of their application for membership under clause 20;
- but does not communicate this in their application, that person's application is null and void.
- 19.3 The NatCom may set requirements for the eligibility of any special member categories established under clause 15.1(c).

## 20 How to apply to become a Member

A person may apply to become a Member of the Party by completing the membership application form prescribed by the Party through which they will confirm that they:

- (a) want to become a Member;
- (b) support the purpose(s) of the Party;
- (c) are not a current member of any other Australian political party;
- (d) are not a member of a Proscribed Organisation;
- (e) have not been convicted of a disqualifying electoral offence within the last 10 years;
- (f) agree to pay any prescribed fee; and
- (g) agree to comply with the Party's constitution, including paying the guarantee under clause 4 if required.

## 21 Membership approval

- 21.1 An application to become a Member of the Party is approved immediately upon receipt by the Party of the completed membership application form and prescribed fee.
- 21.2 The Secretary must enter the applicant's name in the register of Members within two weeks following receipt by the Party of the completed membership application form.
- 21.3 Despite clause 21.1, the NatCom may reject any membership application retrospectively provided notice is given to the applicant within two weeks following receipt by the Party of the completed membership application form.
- 21.4 If the NatCom rejects an application, the Secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons. The Secretary must also return any membership fee paid by the applicant.
- 21.5 For the avoidance of doubt, a person may apply to become a Member of the Party even if the application does not state the matters listed in clauses 20(a) to 20(g). In that case, by applying to be a Member, the applicant agrees to those matters.

## 22 When a person becomes a Member

Other than Initial Members, an applicant will become a Member when they are entered on the register of Members.

## 23 When a person stops being a Member

- 23.1 A person immediately stops being a Member if they:
- (a) die;
  - (b) resign, by writing to the Secretary;
  - (c) are expelled under clause 25;
  - (d) join another Australian political party or Proscribed Organisation;
  - (e) are convicted of a disqualifying electoral offence; or
  - (f) have not responded within three months to a written request from the Secretary that they confirm in writing that they want to remain a Member.
- 23.2 Effect of cessation
- A Member who ceases to be a Member continues to be liable for:
- (a) any subscription and all arrears due and unpaid at the date of cessation;
  - (b) all other moneys due by them to the Party; and
  - (c) the guarantee, subject to the provisions of clause 4.

## 6. Dispute resolution and disciplinary procedures

### 24 Dispute resolution

- 24.1 The Party's dispute resolution by-laws apply to disputes (disagreements) under this constitution between a Member or NatCom Member and:
- (a) one or more Members;

- (b) one or more NatCom Members; or
- (c) the Party.

24.2 The Party must make its dispute resolution by-laws available to all Members and NatCom Members.

## 25 Disciplining Members

25.1 In accordance with this clause, the NatCom may resolve to warn, suspend or expel a Member from the Party if the NatCom considers that:

- (a) the Member has breached this constitution; or
- (b) the Member's behaviour is causing, has caused, or is likely to cause harm to the Party.

25.2 At least 14 days before the NatCom meeting at which a resolution under clause 25.1 will be considered, the Secretary must notify the Member in writing:

- (a) that the NatCom is considering a resolution to warn, suspend or expel the Member;
- (b) that this resolution will be considered at a NatCom meeting and the date of that meeting;
- (c) what the Member is said to have done or not done;
- (d) the nature of the resolution that has been proposed; and
- (e) that the Member may provide an explanation to the NatCom, and details of how to do so.

25.3 Before the NatCom passes any resolution under clause 25.1, the Member must be given a chance to explain or defend themselves by:

- (a) sending the NatCom Members a written explanation before that NatCom meeting; and/or
- (b) speaking at the meeting.

25.4 After considering any explanation under clause 25.3, the NatCom Members may:

- (a) take no further action;
- (b) warn the Member;
- (c) suspend the Member's rights as a Member for a period of no more than 12 months;
- (d) expel the Member;
- (e) refer the decision to an unbiased, independent person on conditions that the NatCom considers appropriate (however, the person can only make a decision that the NatCom could have made under this clause); or
- (f) require the matter to be determined at a General Meeting.

25.5 The NatCom cannot fine a Member.

25.6 The Secretary must give written notice to the Member of the decision under clause 25.4 as soon as possible.

25.7 If the NatCom considers that a Member has committed a serious breach of this constitution or the Member's behaviour is causing, has caused, or is likely to cause significant harm to the Party, the NatCom may resolve to suspend the Member effective immediately and does not need to comply with clauses 25.2, 25.3 or 25.4.



- 25.8 If the NatCom considers that a Delegate has committed a serious breach of this constitution or their behaviour is causing, has caused, or is likely to cause significant harm to the Party, the NatCom may resolve to suspend the Delegate from his/her position as Delegate effective immediately and does not need to comply with clauses 25.2, 25.3 or 25.4. In these circumstances, the NatCom may decide that the Delegate can remain a Member.
- 25.9 If a resolution is made pursuant to clause 25.7 or 25.8, the NatCom must subsequently notify the Member or Delegate in writing:
- (a) what the Member or Delegate is said to have done or not done;
  - (b) the nature of the resolution that has been made;
  - (c) the nature of any further resolution proposed by the NatCom and the date of the meeting at which the resolution will be tabled; and
  - (d) that the Member or Delegate may provide an explanation to the NatCom in advance of that meeting, and details of how to do so.
- 25.10 Before the NatCom passes any resolution under clause 25.9(c), the Member or Delegate must be given a chance to explain or defend themselves by:
- (a) sending the NatCom Members a written explanation before that NatCom meeting; and/or
  - (b) speaking at the meeting.
- 25.11 After considering any explanation under clause 25.10, the NatCom Members may:
- (a) take no further action;
  - (b) warn the Member or Delegate;
  - (c) continue the suspension of the Member's or Delegate's rights as a Member or Delegate for a period of no more than 12 months or, for a Delegate, until the end of their term;
  - (d) expel the Member or Delegate;
  - (e) refer the decision to an unbiased, independent person on conditions that the NatCom considers appropriate (however, the person can only make a decision that the NatCom could have made under this clause); or
  - (f) require the matter to be determined at a General Meeting.
- 25.12 Disciplinary procedures must be completed as soon as reasonably practical.
- 25.13 There will be no liability for any loss or injury suffered by a Member or Delegate as a result of any decision made in good faith under this clause 25.

## 7. General Meetings

### 26 General Meetings called by NatCom Members

- 26.1 The NatCom Members may call a General Meeting.
- 26.2 If Delegates with at least 5% of the votes that may be cast at a General Meeting make a written request to the Secretary for a General Meeting to be held, the NatCom Members must:
- (a) within 21 days of the Delegates' request, give all Delegates notice of a General Meeting; and

- (b) hold the General Meeting within two months of the Delegates' request.
- 26.3 The percentage of votes that Delegates have (in clause 26.2) is to be worked out as at midnight before the Delegates request the meeting.
- 26.4 The Delegates who make the request for a General Meeting must:
  - (a) state in the request any resolution to be proposed at the meeting;
  - (b) sign the request; and
  - (c) give the request to the Party.
- 26.5 Separate copies of a document setting out the request may be signed by Delegates if the wording of the request is the same in each copy.

## 27 General Meetings called by Delegates

- 27.1 If the NatCom Members do not call the meeting within 21 days of being requested under clause 26.2, Delegates with more than 50% of the votes of the Delegates who made the request may call and arrange to hold a General Meeting.
- 27.2 To call and hold a meeting under clause 27.1 the Delegates must:
  - (a) as far as possible, follow the procedures for General Meetings set out in this constitution;
  - (b) call the meeting using the list of Voting Members on the Party's Member register, which the Party must provide to the Delegates making the request at no cost; and
  - (c) hold the General Meeting within three months after the request was given to the Party.
- 27.3 The Party must pay the Delegates who request the General Meeting any reasonable expenses they incur because the NatCom Members did not call and hold the meeting.
- 27.4 If the NatCom Members did not take reasonable steps to comply with the request from Delegates to hold a meeting under clause 26, the NatCom Members are jointly and severally liable for the cost of the meeting unless they prove otherwise.
- 27.5 Delegates with at least 5% of the votes that may be cast at a General Meeting of the Party may otherwise call, arrange and hold a General Meeting. The Delegates who call this meeting must pay the expenses of calling and holding the meeting.
- 27.6 The percentage of votes that Delegates have (in clause 27.5) is to be worked out as at midnight before the Delegates request the meeting.
- 27.7 The meeting in clause 27.5 must be called in the same way – so far as possible – in which the General Meetings of the Party are called.

## 28 Annual General Meeting

- 28.1 A General Meeting, called the annual General Meeting, must be held:
  - (a) within 18 months after registration of the Party; and
  - (b) after the first annual General Meeting, at least once in every calendar year and within 5 months after the end of its financial year.
- 28.2 Only Delegates are entitled to notice of, and to vote at, the annual General Meeting.

- 28.3 Even if these items are not set out in the notice of meeting, the business of an annual General Meeting may include:
- (a) a review of the Party's activities;
  - (b) the consideration of any financial report;
  - (c) the consideration of any auditor's report;
  - (d) the consideration of any NatCom Members' report;
  - (e) the election of NatCom Members; and
  - (f) the appointment and payment of auditors, if any.
- 28.4 If the Party has annual consolidated revenue over \$250,000 then production of the financial report, auditor's report and NatCom Members' report at the annual General Meeting will be mandatory.
- 28.5 If the Party is considered a small company limited by guarantee under the Corporations Act then a financial report, auditor's report and NatCom Members' report will only be required if there is a Delegate direction or an ASIC direction requesting production of said report/s.
- 28.6 Before or at the annual General Meeting, the NatCom Members must give information to the Delegates on the Party's activities and finances during the period since the last annual General Meeting.
- 28.7 The chairperson of the annual General Meeting must give Delegates as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Party.

## 29 Notice of General Meetings

- 29.1 Notice of a General Meeting must be given to:
- (a) each Delegate;
  - (b) each NatCom Member; and
  - (c) the auditor (if any).
- 29.2 Notice of a General Meeting must be provided in writing at least 21 days before the meeting.
- 29.3 Subject to clause 29.4, notice of a General Meeting may be provided less than 21 days before the meeting if all the Delegates entitled to attend and vote at the General Meeting agree beforehand.
- 29.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a NatCom Member;
  - (b) appoint a NatCom Member in order to replace a NatCom Member who was removed; or
  - (c) remove an auditor.
- 29.5 Notice of a General Meeting must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
  - (b) the general nature of the meeting's business;
  - (c) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution;

- (d) if applicable, a statement that Delegates have the right to appoint proxies and that, if a Delegate appoints a proxy:
  - (i) the proxy form must be delivered to the Party at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
  - (ii) the proxy form must be delivered to the Party at least 48 hours before the meeting.
- (e) For the avoidance of doubt, the only Voting Members that are entitled to appoint proxies are Delegates.

29.6 If a General Meeting is adjourned (put off) for one month or more, the Voting Members must be given new notice of the resumed meeting.

### 30 Quorum at General Meetings

30.1 For a General Meeting to be held, at least 5 Voting Members (a quorum) must be present (in person or by proxy as allowed by this constitution) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a proxy of more than one Delegate).

30.2 No business may be conducted at a General Meeting if a quorum is not present.

30.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of General Meeting, the General Meeting is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:

- (a) if the date is not specified – the same day in the next week;
- (b) if the time is not specified – the same time; and
- (c) if the place is not specified – the same place.

30.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

### 31 Auditor's right to attend meetings

31.1 The auditor (if any) is entitled to attend any General Meeting and to be heard by the Voting Members on any part of the business of the meeting that concerns:

- (a) the auditor in the capacity of auditor;
- (b) the auditor retiring; or
- (c) the passing of a Special Resolution to remove the auditor from office.

31.2 The auditor (if any) may authorise a person in writing as their representative for the purpose of attending and speaking at any General Meeting.

31.3 At an annual General Meeting, Voting Members may ask the auditor (if any) or their representative questions on:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Party in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

- 31.4 The Party must give the auditor (if any) any communications relating to the General Meeting that a Voting Member of the Party is entitled to receive.

### 32 Using technology to hold meetings

- 32.1 The Party may hold a General Meeting at two or more venues using any technology that gives the Voting Members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 32.2 Anyone using this technology is taken to be present in person at the meeting.

### 33 Chairperson for General Meetings

- 33.1 The President or, in the President's absence, the vice-president, is entitled to chair General Meetings.
- 33.2 The Voting Members Present at a General Meeting may choose a NatCom Member or Delegate to be the chairperson for that meeting if:
- (a) there is no President or, in the President's absence, vice-president; or
  - (b) the President or, in the President's absence, the vice-president is not present within 30 minutes after the starting time set for the meeting; or
  - (c) the President or, in the President's absence, the vice-president is present but says they do not wish to act as chairperson of the meeting.

### 34 Role of the chairperson

- 34.1 The chairperson is responsible for the conduct of the General Meeting, and for this purpose must give Voting Members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).

### 35 Adjournment of meetings

- 35.1 If a quorum is present, a General Meeting must be adjourned if a majority of Voting Members Present direct the chairperson to adjourn it.
- 35.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

## 8. Delegates' resolutions and statements

### 36 Delegates' resolutions and statements

- 36.1 Delegates with at least 5% of the votes that may be cast on a resolution or at least 100 Delegates may give:
- (a) written notice to the Party of a resolution they propose to move at a General Meeting (**Delegates' resolution**); and/or
  - (b) a written request to the Party that the Party give all of its Voting Members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (**Delegates' statement**).
- 36.2 A notice of a Delegates' resolution must set out the wording of the proposed resolution and be signed by the Delegates proposing the resolution.
- 36.3 A request to distribute a Delegates' statement must set out the statement to be distributed and be signed by the Delegates making the request.

- 36.4 Separate copies of a document setting out the notice or request may be signed by Delegates if the wording is the same in each copy.
- 36.5 The percentage of votes that Delegates have (as described in clause 36.1) is to be worked out as at midnight before the request or notice is given to the Party.
- 36.6 If the Party has been given notice of a Delegates' resolution under clause 36.1(a), the resolution must be considered at the next General Meeting held more than two months after the notice is given.
- 36.7 This clause does not limit any other right that a Voting Member has to propose a resolution at a General Meeting.

### **37** Party must give notice of proposed resolution or distribute statement

- 37.1 If the Party has been given a notice or request under clause 36:
- (a) in time to send the notice of proposed Delegates' resolution or a copy of the Delegates' statement to Voting Members with a notice of meeting, it must do so at the Party's cost; or
  - (b) too late to send the notice of proposed Delegates' resolution or a copy of the Delegates' statement to Voting Members with a notice of meeting, then the Delegates who proposed the resolution or made the request must pay the expenses reasonably incurred by the Party in giving Voting Members notice of the proposed Delegates' resolution or a copy of the Delegates' statement. However, at a General Meeting, the Voting Members may pass a resolution that the Party will pay these expenses.
- 37.2 The Party does not need to send the notice of proposed Delegates' resolution or a copy of the Delegates' statement to Voting Members if:
- (a) it is more than 1,000 words long;
  - (b) the NatCom considers it may be defamatory;
  - (c) clause 37.1(b) applies, and the Delegates who proposed the resolution or made the request have not paid the Party enough money to cover the cost of sending the notice of the proposed Delegates' resolution or a copy of the Delegates' statement to Voting Members; or
  - (d) in the case of a proposed Delegates' resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Voting Members.

### **38** Circular resolutions of Members

- 38.1 Subject to clause 38.3, the NatCom Members may put a resolution to the Voting Members to pass a resolution without a General Meeting being held (a circular resolution).
- 38.2 The NatCom Members must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to Voting Members, and set out the wording of the resolution.
- 38.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a NatCom Member or remove a NatCom Member;
  - (b) for passing a Special Resolution; or
  - (c) where the Corporations Act or this constitution requires a meeting to be held.

38.4 A circular resolution is passed if all the Voting Members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 38.5 or clause 38.6.

38.5 Voting Members may sign:

- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution; or
- (b) separate copies of that document, as long as the wording is the same in each copy.

38.6 The Party may send a circular resolution by email to Voting Members and Voting Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

## 9. Voting at General Meetings

### 39 How many votes a Voting Member has

39.1 Each Delegate has one vote. Only Delegates may vote at a General Meeting.

39.2 In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

### 40 Challenge to Member's right to vote

40.1 A Voting Member or the chairperson may only challenge a person's right to vote at a General Meeting at that meeting.

40.2 If a challenge is made under clause 40.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

### 41 How voting is carried out

41.1 Voting must be conducted and decided by:

- (a) a show of hands;
- (b) a vote in writing; or
- (c) another method chosen by the chairperson or prescribed by the NatCom that is fair and reasonable in the circumstances.

41.2 After a vote is taken, the chairperson must state how many proxy votes have been received and how those proxy votes will be cast.

41.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.

41.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

### 42 When and how a vote in writing must be held

42.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:

- (a) at least five Voting Members Present;
- (b) Voting Members Present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded); or
- (c) the chairperson.

42.2 A vote in writing must be taken when and how the chairperson directs, unless clause 42.3 applies.

42.3 A vote in writing must be held immediately if it is demanded under clause 42.1:

- (a) for the election of a chairperson under clause 33.2; or
- (b) to decide whether to adjourn the meeting.

42.4 A demand for a vote in writing may be withdrawn.

### 43 Appointment of proxy

43.1 A Delegate may appoint a proxy to attend and vote at a General Meeting on their behalf.

43.2 A proxy appointed to attend and vote for a Delegate has the same rights as the Delegate to:

- (a) speak at the meeting;
- (b) vote in a vote in writing (but only to the extent allowed by the appointment); and
- (c) join in to demand a vote in writing under clause 42.1.

43.3 An appointment of proxy (proxy form) must be signed by the Delegate appointing the proxy and must contain:

- (a) the Delegate's name and address;
- (b) the Party's name;
- (c) the proxy's name or the name of the office held by the proxy; and
- (d) the meeting(s) at which the appointment may be used.

43.4 A proxy appointment may be standing (ongoing).

43.5 Proxy forms must be received by the Party at the address stated in the notice under clause 29.5(d) or at the Party's registered address at least 48 hours before a meeting.

43.6 A proxy does not have the authority to speak and vote for a Delegate at a meeting while the Delegate is at the meeting.

43.7 Unless the Party receives written notice before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Delegate:

- (a) dies;
- (b) is mentally incapacitated;
- (c) revokes the proxy's appointment; or
- (d) revokes the authority of a representative or agent who appointed the proxy.

43.8 A proxy appointment may specify the way the proxy must vote on a particular resolution.

### 44 Voting by proxy

44.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a Voting Member appointed as a proxy from voting as a Voting Member on a show of hands).

44.2 When a vote in writing is held, a proxy:

- (a) does not need to vote, unless the proxy appointment specifies the way they must vote;
- (b) if the way they must vote is specified on the proxy form, must vote that way; and



- (c) if the proxy is also a Voting Member or holds more than one proxy, may cast the votes held in different ways.

## 10. NatCom Members

### 45 Number of NatCom Members

- 45.1 The NatCom must have no less than five and no more than nine NatCom Members. At least two of these NatCom Members must ordinarily reside in Australia.
- 45.2 If the number of NatCom Members is reduced to fewer than five or is less than the number required for a quorum, the continuing NatCom Members may act for the purpose of increasing the number of NatCom Members or calling a General Meeting, but for no other purpose.

### 46 Composition of NatCom Members

- 46.1 The NatCom Members must include:
  - (a) the office-bearers of the Party, being the:
    - (i) President;
    - (ii) vice-president;
    - (iii) Treasurer; and
    - (iv) Secretary.
  - (b) at least 1 and up to 5 ordinary NatCom Members.

### 47 Role of President

- 47.1 It is the role of the President to:
  - (a) provide vision, leadership, governance and strategic direction across the Party's current and future activities;
  - (b) set the agenda and act as chairperson for the NatCom meetings and other committees or groups as appropriate;
  - (c) liaise and negotiate on behalf of the Party with other political parties, institutions and the community;
  - (d) liaise and negotiate with the Party's parliamentary representatives;
  - (e) represent the Party in various national, state and local forums as well as internationally; and
  - (f) perform other duties as the NatCom specifies from time to time.

### 48 Role of Vice-President

- 48.1 It is the role of the vice-president to:
  - (a) perform all the duties of the President when that person is absent;
  - (b) provide assistance to the President on Party strategic and planning matters;
  - (c) in collaboration with the President, liaise and negotiate on behalf of the Party with other political parties, institutions and the community;

- (d) in collaboration with the President, represent the Party in various national, state and local forums as well as internationally;
- (e) produce the Party's quarterly newsletter;
- (f) chair committees established by the NatCom as required; and
- (g) perform other duties as the NatCom specifies from time to time.

#### 49 Role of Secretary

- 49.1 The Party must have at least one company secretary, the Secretary, who must also be a NatCom Member.
- 49.2 The Secretary must ordinarily reside in Australia and be at least 18 years of age.
- 49.3 The Party must notify ASIC of the appointment of the Secretary within 28 days.
- 49.4 A person cannot be appointed to the role of Secretary if they are disqualified from managing corporations under Part 2D.6 of the Corporations Act unless permission is granted by ASIC or leave is granted by the Court.
- 49.5 The role of the Secretary includes:
- (a) being responsible for the day-to-day administration of the Party and the correspondence of the Party;
  - (b) providing regular reports on Party operations to the NatCom;
  - (c) giving notification of all NatCom Members and General Meetings in the required time as specified in this constitution;
  - (d) preparing the agenda for any meetings, tabling correspondence and recording meeting attendance;
  - (e) preparing the minutes of all meetings and ensuring they are signed by the chairperson of the meeting or the chairperson of the next meeting;
  - (f) distributing NatCom Members meeting minutes to NatCom Members within 28 days of the meeting date;
  - (g) maintaining records of any circular resolutions;
  - (h) maintaining the register of the Party's Members (including identifying the Delegates) and a register of special members;
  - (i) maintaining the Party's registers with the Australian Electoral Commissions as applicable;
  - (j) being the delegated person in correspondence with the Australian Electoral Commissions;
  - (k) ensuring that the Party complies with any of its obligations to lodge disclosure returns with the Australian Electoral Commissions;
  - (l) represent the Party in various national, state and local forums as well as internationally; and
  - (m) performing other duties as the NatCom Members specify from time to time.
- 49.6 The Secretary is delegated the power to confer with the Australian Electoral Commissions on behalf of the Party.

## 50 Role of treasurer

50.1 It is the duty of the treasurer of the Party to ensure that:

- (a) all money due to the Party is collected and received and that all payments authorised by the Party are made;
- (b) correct books and accounts are kept, for the period of time required by law, showing the financial affairs of the Party including full details of all receipts and expenditure connected with the activities of the Party; and
- (c) the Party complies with any obligations it has to provide information about its financial affairs to the Australian Electoral Commissions.

50.2 The treasurer must also:

- (a) provide monthly reports and advice to the NatCom at its meeting on the financial position of the Party;
- (b) facilitate development of an annual budget for the NatCom;
- (c) liaise with other persons delegated responsibility to manage financial matters for any sub-committees established by the NatCom to collate financial and other information to enable compliance reporting and to assist auditors and the Party's bookkeeper in compiling yearly financial accounts for the Party at a national level;
- (d) provide guidance and advice to other persons delegated responsibility to manage financial matters for any sub-committees established by the NatCom to ensure a nationally consistent approach to financial record keeping;
- (e) prepare financial and disclosure reports for the Australian Electoral Commissions; and
- (f) perform other duties as the NatCom Members specify from time to time.

## 51 Role of ordinary NatCom Members

51.1 It is the role of the NatCom Members that do not have an office-bearer position to:

- (a) within the framework of the Animal Justice Party Charter and the Party's policies and practice, take the lead or participate in specific functional areas of the Party's operation such as policy development, membership management, planning, social media and other communication as designated by the NatCom;
- (b) chair committees established by the NatCom as required;
- (c) represent the Party in various national, state and local forums as well as internationally;
- (d) provide advice to the office-bearers on the NatCom; and
- (e) perform other duties as the NatCom specifies from time to time.

## 52 Election and appointment of NatCom Members

52.1 A person is eligible for election as a NatCom Member (including an officer-bearer) of the Party if they:

- (a) are an individual who is at least 18 years of age;
- (b) are a Member of the Party who has paid all membership fees and/or subscriptions he/she owes to the Party;

- (c) are nominated by two Members entitled to vote (unless the person was previously elected as a NatCom Member at a General Meeting and has been a NatCom Member since that meeting);
  - (d) give the Party their signed consent to act as a NatCom Member of the Party; and
  - (e) are not disqualified from managing corporations under Part 2D.6 of the Corporations Act.
- 52.2 The initial NatCom Members are the people who have agreed to act as NatCom Members and who are named as proposed NatCom Members in the application for transfer of the Animal Justice Party Incorporated ABN 60 609 499 536 to a company limited by guarantee, being the Party.
- 52.3 Apart from the initial NatCom Members and NatCom Members appointed under clause 52.5, the nomination and appointment process outlined in this constitution must be followed.
- 52.4 Nominations of candidates for election as NatCom Members (including officer-bearers) of the Party, who must be Members of the Party:
  - (a) must be made in writing, signed by two other Members and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (b) must be delivered to the Secretary of the Party at least 7 days before the date fixed for the holding of the annual General Meeting at which the election is to take place.
- 52.5 If insufficient nominations of candidates for election as NatCom Members are received to fill all vacancies, the candidates nominated are taken to be elected and further nominations are to be received at the annual General Meeting.
- 52.6 If insufficient further nominations are received, any vacant positions remaining are taken to be casual vacancies.
- 52.7 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected at the annual General Meeting.
- 52.8 If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held at the annual General Meeting. The ballot must be conducted in the usual and proper manner as the NatCom may direct.

### 53 Casual vacancies

- 53.1 The NatCom Members may appoint a person as a NatCom Member to fill a casual vacancy or as an additional NatCom Member if that person:
  - (a) is at least 18 years of age;
  - (b) is a Delegate of the Party;
  - (c) gives the Party their signed consent to act as a director of the Party; and
  - (d) is not disqualified from managing corporations under Part 2D.6 of the Corporations Act.
- 53.2 If the NatCom is unable to find a Delegate of the Party willing to fill any casual vacancy, then the NatCom may appoint a non-Delegate member who would otherwise be eligible under 53.1 to fill that casual vacancy. The NatCom must provide all Delegates with written notice of the intention to appoint a named non-Delegate member at least seven days before that appointment takes effect. The casual vacancy grants the ordinary rights of a NatCom Member to complete the functions of the role but does not confer any other Delegate rights to the member.

## 54 Term of office

- 54.1 Each NatCom Member shall hold office until the conclusion of the annual General Meeting designated as the next NatCom election (i.e. a Delegate election year), but is eligible for re-election.
- 54.2 The Secretary must notify ASIC within 28 days if a person is appointed as a NatCom Member.

## 55 When a NatCom Member stops being a NatCom Member

- 55.1 A NatCom Member stops being a NatCom Member if they:
- (a) give written notice of resignation as a director or NatCom Member to the Party's registered office;
  - (b) die;
  - (c) are removed as a NatCom Member by a resolution of the Delegates;
  - (d) stop being a Member of the Party;
  - (e) are absent for three consecutive NatCom meetings without approval from the NatCom; or
  - (f) become ineligible to be a director of the Party under Part 2D.6 of the Corporations Act.

## 11. Powers of NatCom Members

### 56 Powers of NatCom Members

- 56.1 The NatCom Members are responsible for managing and directing the activities of the Party to achieve the purposes set out in clause 8.
- 56.2 The NatCom Members may use all the powers of the Party except for powers that, under the Corporations Act or this constitution, may only be used by Delegates.
- 56.3 The NatCom is the only body authorised to make statements or communications to the media or any other person concerning the activities or policies of the Party, save that the NatCom Members may by majority vote delegate that function to any person or persons.
- 56.4 The NatCom must ensure that the Party maintains at least the minimum number and type of members required by the relevant Australian Electoral Commissions.
- 56.5 The NatCom Members must decide on the responsible financial management of the Party including:
- (a) any suitable written delegations of power under clause 57; and
  - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 56.6 The NatCom Members cannot remove a NatCom Member or auditor. NatCom Members and auditors may only be removed by a Delegates' resolution at a General Meeting.
- 56.7 The NatCom may propose a Special Resolution (National Committee's Resolution) to be voted on at a General Meeting in accordance with the requirements of this Constitution and by law.

### 57 Delegation of NatCom Members' powers

- 57.1 The NatCom may establish working groups and committees, including but not limited to State Committees, Regional Group Committees and committees that assist NatCom to fulfil its responsibilities. In so doing, NatCom will determine their membership, terms of reference (including the extent to which NatCom delegates any of its powers and functions) and duration.

57.2 The NatCom may also delegate any of its powers and functions to a NatCom Member, an employee of the Party (such as a chief executive officer) or any other person or group of persons, as it considers appropriate. The delegation must be recorded in the Party's minute book.

## 58 Payments to NatCom Members

58.1 The Party may pay fees to a NatCom Member for acting as a director or NatCom Member. Decisions regarding NatCom Member remuneration should be decided at a General Meeting.

58.2 The Party may also:

- (a) pay a NatCom Member for work they do for the Party, other than as a director or NatCom Member, if the amount is no more than a reasonable fee for the work done; or
- (b) reimburse a NatCom Member for expenses properly incurred by the NatCom Member in connection with the affairs of the Party.

58.3 Any payment made under clause 58.2 must be approved by the NatCom.

58.4 The Party may pay premiums for insurance indemnifying NatCom Members, as allowed for by law (including the Corporations Act) and this constitution.

## 59 Execution of documents

The Party may execute a document without using a common seal if the document is signed by:

- (a) two NatCom Members of the Party; or
- (b) a NatCom Member and a Secretary.

## Duties of NatCom Members

### 60 Duties of NatCom Members

60.1 The NatCom Members must comply with their duties as directors under legislation and common law (judge-made law), and with the duties set out in the Corporations Act which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Party, in the Party's circumstances;
- (b) to act in good faith in the best interests of the Party and to further the purpose(s) of the Party set out in clause 8;
- (c) not to misuse their position as a director in the manner set out in section 184 of the Corporations Act;
- (d) not to misuse information they gain in their role as a director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 61;
- (f) to ensure that the financial affairs of the Party are managed responsibly; and
- (g) not to allow the Party to operate while it is insolvent.

### 61 Conflicts of interest

- 61.1 A NatCom Member must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of the NatCom (or that is proposed in a circular resolution):
- (a) to the other NatCom Members; or
  - (b) if all of the NatCom Members have the same conflict of interest, to the Delegates at the next General Meeting of Delegates, or at an earlier time if reasonable to do so.
- 61.2 The disclosure of a conflict of interest by a NatCom Member must be recorded in the minutes of the meeting.
- 61.3 Each NatCom Member who has a material personal interest in a matter that is being considered at a meeting of the NatCom (or that is proposed in a circular resolution) must not, except as provided under clause 61.4:
- (a) be present at the meeting while the matter is being discussed; or
  - (b) vote on the matter.
- 61.4 A NatCom Member may still be present and vote if:
- (a) their interest arises because they are a Member of the Party, and the other Members have the same interest;
  - (b) their interest relates to an insurance contract that insures, or would insure, the NatCom Member against liabilities that the NatCom Member incurs as a director of the Party (see clause 80);
  - (c) their interest relates to a payment by the Party under clause 79 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
  - (d) ASIC makes an order allowing the NatCom Member to vote on the matter; or
  - (e) the NatCom Members who do not have a material personal interest in the matter pass a resolution that:
    - (i) identifies the NatCom Member, the nature and extent of the NatCom Member's interest in the matter and how it relates to the affairs of the Party; and
    - (ii) says that those NatCom Members are satisfied that the interest should not stop the NatCom Member from voting or being present.

## 12. NatCom meetings

### 62 When the NatCom Members meet

The NatCom Members must meet at least 3 times in each 12 month period at such place and time as they determine.

### 63 Calling NatCom meetings

- 63.1 A NatCom Member may call a NatCom meeting by giving reasonable notice to all of the other NatCom Members.
- 63.2 A NatCom Member may give notice in writing or by any other means of communication that has previously been agreed to by all of the NatCom Members.

### 64 Chairperson for NatCom meetings

- 64.1 The President or, in the President's absence, the vice-president is entitled to chair NatCom meetings.
- 64.2 The NatCom Members at a NatCom meeting may choose a NatCom Member to be the chairperson for that meeting if the President or, in the President's absence, the vice-president is:
- (a) not present within 30 minutes after the starting time set for the meeting; or
  - (b) present but does not want to act as chairperson of the meeting.

## 65 Quorum at NatCom meetings

- 65.1 Unless the NatCom determines otherwise, the quorum for a NatCom meeting is any five NatCom Members.
- 65.2 A quorum must be present for the whole NatCom meeting.

## 66 Using technology to hold NatCom meetings

- 66.1 The NatCom Members may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the NatCom Members.
- 66.2 The NatCom Members' agreement may be a standing (ongoing) one.
- 66.3 A NatCom Member may only withdraw their consent within a reasonable period before the meeting.

## 67 Passing NatCom resolutions

- 67.1 A NatCom resolution must be passed by a majority of the votes cast by NatCom Members present and entitled to vote on the resolution.
- 67.2 Each NatCom Member present at a NatCom meeting is entitled to one vote but, in the event of an equality of votes on any question, the person presiding as chairperson may exercise a second or casting vote.

## 68 Circular resolutions of NatCom Members

- 68.1 The NatCom Members may pass a circular resolution without a NatCom meeting being held.
- 68.2 A circular resolution is passed if all the NatCom Members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 68.3 or clause 68.4.
- 68.3 Each NatCom Member may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
  - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 68.4 The Secretary may send a circular resolution by email to the NatCom Members and the NatCom Members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 68.5 A circular resolution is passed when a majority of NatCom Member signs or otherwise agrees to the resolution in the manner set out in clause 68.3 or clause 68.4.

# 13. Candidates for public office

## 69 Endorsement of candidates



- 69.1 The NatCom shall determine procedures for the selection and approval of candidates for public office.
- 69.2 The NatCom must ensure those procedures are documented and made available to Members wishing to inspect them.
- 69.3 The responsibilities of the NatCom regarding pre-selection of candidates for public office include, but are not limited to:
- (a) determining the timing of the call for nominations and of the pre-selection process;
  - (b) determining the need for a Voting Member ballot for candidates and running order; and
  - (c) documenting criteria for candidate selection.
- 69.4 Where a ballot is held to pre-select candidates:
- (a) only Voting Members who have been Voting Members for at least six months prior to the date of distribution of the ballot are eligible to vote in the ballot; and
  - (b) the pre-selection ballot must satisfy the general principles of free and democratic elections as follows, unless otherwise amended by law:
    - (i) only Voting Members of the Party who are electors may vote;
    - (ii) only Voting Members of the Party who are eligible to vote in the ballot under this constitution may vote;
    - (iii) each Voting Member that is entitled to vote, only has 1 vote;
    - (iv) voting must be done by secret ballot;
    - (v) a Voting Member must not be improperly influenced in voting;
    - (vi) a Voting Member's ballot paper must be counted if the Voting Member's intention is clear;
    - (vii) Voting Members' votes must be accurately counted; and
    - (viii) each candidate may be present personally, or represented by another person, at the ballot and for the scrutiny, and counting of votes.
- 69.5 A successfully elected candidate will donate 10% of his/her gross parliamentary income or local government stipend to the Party for as long as they hold public office as a consequence of being elected to parliament on the Party's platform.

## 70 Direction of preferences

- 70.1 The NatCom will decide on the allocation of preferences in relation to any parliamentary election.

## 14. Minutes and records

### 71 Minutes and records

- 71.1 The Party must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of General Meetings;
  - (b) minutes of circular resolutions of Voting Members;
  - (c) a copy of a notice of each General Meeting; and
  - (d) a copy of a Delegates' statement distributed to Voting Members under clause 37.

- 71.2 The Party must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of NatCom meetings (including meetings of any committees); and
  - (b) minutes of circular resolutions of NatCom Members.
- 71.3 To allow Members to inspect the Party's records:
- (a) the Party must give a Member access to the records set out in clause 71.1;
  - (b) if the Party is a small company limited by guarantee (as defined in section 45B of the Corporations Act) it must give Members access to the financial report and NatCom Members' report if requested by 5% of Members;
  - (c) if the Party is a large company limited by guarantee it must give Members access to the financial report and NatCom Members' report if requested; and
  - (d) the NatCom Members may authorise a Member to inspect other records of the Party, including records referred to in clause 71.2 and clause 72.1.
- 71.4 The NatCom Members must ensure that minutes of a General Meeting or a NatCom meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting; or
  - (b) the chairperson of the next meeting.
- 71.5 The NatCom Members must ensure that minutes of the passing of a circular resolution (of Voting Members or NatCom Members) are signed by a NatCom Member within a reasonable time after the resolution is passed.
- 71.6 The NatCom Members must ensure that annual, financial and NatCom Members' reports are prepared in accordance with the specifications set out in the Corporations Act.
- 71.7 The Party must keep its minute books at:
- (a) its registered office; or
  - (b) its principal place of business in this jurisdiction; or
  - (c) another place in this jurisdiction approved by ASIC.

## 72 Financial and related records

- 72.1 The Party must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
  - (b) enable true and fair financial statements to be prepared and to be audited.
- 72.2 The Party must also keep written records that correctly record its operations.
- 72.3 The Party must retain its records for at least 7 years.
- 72.4 The NatCom Members must take reasonable steps to ensure that the Party's records are kept safe.

## 15. By-laws

### 73 By-laws

- 73.1 The NatCom may pass a resolution to make by-laws to give effect to this constitution.

73.2 Members and NatCom Members must comply with by-laws as if they were part of this constitution.

## 16. Notice

### 74 What is notice

74.1 Anything written to or from the Party under any clause in this constitution is written notice and is subject to clauses 75 to 77, unless specified otherwise.

74.2 Clauses 75 to 77 do not apply to a notice of proxy under clause 43.5.

### 75 Notice to the Party

75.1 Written notice or any communication under this constitution may be given to the Party, the NatCom Members or the Secretary by:

- (a) delivering it to the Party's registered office;
- (b) posting it to the Party's registered office or to another contact address chosen by the Party for notice to be provided; or
- (c) sending it to the email address [secretary@animaljusticeparty.org](mailto:secretary@animaljusticeparty.org) or other electronic address notified by the Party to the Members as the Party's email address or other electronic address.

75.2 Communications and notices from ASIC may also be addressed to the Party's contact address.

75.3 The Party must lodge notice of a change of address of its registered office with ASIC not later than 28 days after the date on which the change occurs.

### 76 Notice to Members

76.1 Written notice or any communication under this constitution may be given to a Member:

- (a) in person;
- (b) by posting it to, or leaving it at the address of the Member in the register of Members or an alternative address (if any) nominated by the Member for service of notices;
- (c) sending it to the email or other electronic address nominated by the Member as an alternative address for service of notices (if any); or
- (d) if agreed to by the Member, by notifying the Member at an email or other electronic address nominated by the Member, that the notice is available at a specified place or address (including an electronic address).

### 77 When notice is taken to be given

A notice:

- (a) delivered in person, or left at a the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent; and

- (d) given under clause 76.1(d) is taken to be given on the business day after the notification that the notice is available is sent.

## 17. Financial year

### 78 Party's financial year

- 78.1 The Party's first financial year starts on the day on which it is registered or incorporated. It lasts for 12 months or the period (not longer than 18 months) determined by the NatCom.
- 78.2 The Party's second financial year is from 1 July to 30 June, unless the NatCom passes a resolution to change the financial year.

## 18. Indemnity, insurance and access

### 79 Indemnity

- 79.1 The Party indemnifies each officer of the Party out of the assets of the Party, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Party.
- 79.2 In this clause, 'officer' means a NatCom Member and includes a NatCom Member after they have ceased to hold that office.
- 79.3 In this clause, 'to the relevant extent' means:
  - (a) to the extent that the Party is not precluded by law (including the Corporations Act) from doing so; and
  - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 79.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Party.

### 80 Insurance

To the extent permitted by law (including the Corporations Act), and if the NatCom considers it appropriate, the Party may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Party against any liability incurred by the person as an officer of the Party.

### 81 NatCom Members' access to documents

- 81.1 A NatCom Member has a right of access to the financial records of the Party at all reasonable times.
- 81.2 If the NatCom so determines, the Party must give a NatCom Member or former NatCom Member access to:
  - (a) certain documents, including documents provided for or available to the NatCom Members; and
  - (b) any other documents referred to in those documents.