

# CONSTITUTION

## JACQUI LAMBIE NETWORK



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## 1. NAME OF PARTY

1.1 The name of the Party is **Jacqui Lambie Network**.

1.2 The Party was established for political purposes under the Commonwealth Electoral Act 1918.

## 2. DEFINITIONS AND INTERPRETATION

### 2.1 Definitions

In this Constitution unless the contrary intention appears:

**Party** means **Jacqui Lambie Network**.

**Annual General Meeting** means a meeting of the kind described in clause 15.1.

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

**Constitution** means this constitution of the Party.

**Convener** at any time means Senator Jacqui Lambie, or another Voting Member holding the position of Convener under clause 9.6 of this Constitution.

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

**Financial Year** means the year ending on the next 30 June following registration 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.

**Management Committee** means the body described in clause 8.

**Member** means a member for the time being of the Party.

**Membership** means membership of the Party.

**Objectives** means the objectives of the Party in clause 3.

**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 the 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 Tasmania 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 Party.

**Secretary** means the Secretary of the Party responsible for the carrying out of the administration, and for the conduct of the correspondence of the party.

**Special General Meeting** means a general meeting of Members convened in accordance with clause 16.

**Special Resolution** means a resolution passed at a General Meeting of the 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) it 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.

**Supporting Member** means a person admitted as a Supporting Member or 'Supporter' of the Party under clause 4.8.

**Tasmanian Electoral Act** means the *Electoral Act 2004* (Tasmania) as amended.

**Voting Member** means a person which is admitted as a Voting Member under clause 4.7.

## 2.2 Interpretation

In this Constitution:

**2.2.1** words in the singular include the plural and vice versa;

**2.2.2** words in any gender include 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 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting or the Management Committee, the decision may be made or the resolution may be passed by Ordinary Resolution.

## 3. OBJECTIVES OF THE PARTY

The Objectives of the Party are:

### 3.1 Promote Candidates to Parliament of the Commonwealth

To promote candidates endorsed by the Party to the House of Representatives of the Parliament of the Commonwealth or the Australian Senate for the State of Tasmania;

### 3.2 Promote Candidates to Parliament of Tasmania

To promote candidates endorsed by the Party for election to the House of Assembly or the Legislative Council of the Parliament of Tasmania.

### 3.3 Political Party under Commonwealth Electoral Act

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

### **3.4 Political Party under Tasmanian Electoral Act**

To become registered, and maintain registration, by the Electoral Commissioner of Tasmania as a political party under the Tasmanian Electoral Act;

### **3.5 Represent Tasmanians**

To represent the people of Tasmania through the parliamentary system at a national and state level;

### **3.6 Tasmanian Issues**

To identify, raise awareness of, focus upon and represent at a national level and state level the interests of Tasmanians in relation to issues that affect the State of Tasmania;

### **3.7 Other States and Territories**

If so resolved by the Voting Members:

**3.7.1** to promote candidates endorsed by the Party to the House of Representatives of the Parliament of the Commonwealth or the Australian Senate for the States and Territories other than Tasmania;

**3.7.2** to promote candidates endorsed by the Party for election to the House of Assembly or the Legislative Council of the Parliament of States and Territories other than Tasmania;

**3.7.3** to become registered, and maintain registration, as a political party under the applicable laws of States and Territories other than Tasmania;

**3.7.4** to represent the people of States and Territories other than Tasmania through the parliamentary system at a national, State and Territory level;

**3.7.5** to identify, raise awareness of, focus upon and represent at a national level and State and Territory level the interests of persons domiciled in States and Territories other than Tasmania in relation to issues that affect those States and Territories.

### **3.8 Conscience Voting**

To allow and encourage Parliamentary Members of the Party to vote according to their conscience;

### **3.9 Changes to Electoral Laws**

To promote change to the Commonwealth Electoral Act to provide for:

**3.9.1** names of electoral candidates to be grouped together on ballot papers; and

**3.9.2** printing of descriptive information on ballot papers to identify the status of those candidates as independent, or affiliated or associated with other candidates or political parties;

### **3.10 Support Campaigns**

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

### **3.11 Promote Policies**

To promote the Objectives and activities referred to in this clause 3 including awareness, understanding and support for policies of the Party; and

### **3.12 Incidental Activities**

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

## **4. MEMBERS**

### **4.1 Categories of Members**

The Members of the Party consist of:

**4.1.1** Parliamentary Members;

**4.1.2** Voting Members;

**4.1.3** Supporting Members (or 'Supporters'); and

**4.1.4** any other classes or categories of Membership resolved by the Management Committee.

### **4.2 Inaugural Parliamentary Member**

The sole Parliamentary Member upon establishment of the Party is Senator Jacqui Lambie.

### **4.3 Inaugural Voting Members**

The Voting Members upon establishment of the Party were:

**4.3.1** Senator Jacqui Lambie;

**4.3.2** Fern Messenger

### **4.4 Mandatory Membership Requirements**

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

**4.4.1** an eligible political party within the meaning of the Commonwealth Electoral Act; or

**4.4.2** an eligible political party within the meaning of the Tasmanian Electoral Act.

### **4.5 Admission of Members**

**4.5.1** Subject to clause 4.8, a candidate for membership must apply to the Management Committee in writing.

**4.5.2** A candidate must be a natural person.

**4.5.3** 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 that 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 Tasmanian Electoral Act; or

**(c)** the laws of any other State or Territory of Australia governing the registration of political parties.

- 4.5.4** If a person is or becomes ineligible to apply for Membership, or to become or remain a Member, under clause 4.5.3, 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.

- 4.5.5** 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; and
  - (d)** contain any other information prescribed by the Party or by the Rules for an application for membership in that category.

#### **4.6 Discretion to accept or reject application**

- 4.6.1** The Management Committee may accept or reject an application for Membership at its sole and absolute discretion, whether or not the applicant has complied with the requirements in clause 4.5
- 4.6.2** The Officers are not required, nor can they be compelled to provide, any reason for rejection.
- 4.6.3** 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.

#### **4.7 Voting Members**

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

#### **4.8 Supporting Members (Supporters)**

- 4.8.1** A natural person may apply to the Management Committee for admission to membership as a Supporting Member.
- 4.8.2** A Supporting Member may also be known as a 'Supporter' of the Party.
- 4.8.3** A Supporting Member has the right to receive notice of General Meetings and to be present but not to debate or vote at General Meetings.
- 4.8.4** A Supporting Member is under no obligation to attend General Meetings.
- 4.8.5** Each Supporting Member is taken, by virtue of that membership, to have agreed:
- (a)** that he/she will observe and comply with this Constitution and the Rules; and
  - (b)** to pay the subscriptions, fees and levies (if any) set out in the Rules as payable by Supporting Members within the period stated in the Rules.

## **4.9 Obligations of Members**

Each Member must:

- 4.9.1** treat all other Members, Officers, staff and representatives of the Party with respect and courtesy at all times;
- 4.9.2** uphold and enhance the standards and reputation of the Party;
- 4.9.3** observe the directions, procedures and decisions of the Management Committee and, in the case of a General Meeting, the chairperson of that meeting; and
- 4.9.4** not act in a manner unbecoming of a Member or prejudicial to the Objectives or the interests or reputation of the Party.

## **4.10 Public Statements**

- 4.10.1** Each Member acknowledges that it is in the best interests of the Party that public statements (including press releases and other formal and informal statements to the media) for or on behalf of the Party, or representing Objectives or policies of the Party, be made only by the Convener or as expressly authorised in writing by the Convener.
- 4.10.2** Each Member must not make public statements (including press releases and other formal and informal statements to the media) purporting to be for or on behalf of the Party, or representing objectives or policies of the Party, unless that Member is the Convener or expressly authorised in writing by the Convener to make such statements.

## **4.11 Register of Members**

- 4.11.1** The Party must keep and maintain a register of Members in accordance with the Commonwealth Electoral Act 1918.
- 4.11.2** In addition to the information required by the Commonwealth Electoral Act 1918, the register may contain such other information as the Management Committee considers appropriate.
- 4.11.3** Members must provide the Party with the details required by the Party to keep the register complete and up to date.

## **4.12 Effect of Membership**

- 4.12.1** This Constitution constitutes a contract between each of the Members and the Party.
- 4.12.2** Each Member is bound by this Constitution and the Rules.

# **5. CESSATION OF MEMBERSHIP**

## **5.1 General**

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

- 5.1.1** the Member dies;



- 5.1.2** the Member ceases to be eligible to apply for Membership, or to become or remain a Member, under clause 4.5;
- 5.1.3** the Member resigns from membership in accordance with clause 5.2;
- 5.1.4** the Member was admitted as a member of the Party for a fixed or specified period which has expired;
- 5.1.5** the Member is bankrupted or makes any arrangement or composition with creditors generally;
- 5.1.6** the Member is convicted of an indictable offence; or
- 5.1.7** the Member is expelled from the Party by the Membership Committee under clause 5.3.

## **5.2 Notice of Resignation**

A Member may resign from membership of the Party either without notice or with not more than one month's notice in writing to the Party. A resigning Member is liable for any outstanding and unpaid fees, subscriptions or levies which may be recovered as a debt due to the Party.

## **5.3 Expulsion for breach**

- 5.3.1** The Management Committee may expel a Member from membership of the Party if, in the opinion of the Management Committee, the Member has materially breached any of its obligations under this Constitution or the Rules.
- 5.3.2** The Management Committee may, in its discretion, convene a committee under clause 6.2 to hear and determine any allegation that a Member has materially breached one or more of its obligations under this Constitution or the Rules and to make recommendations to the Management Committee about the appropriate consequences of its findings. The committee must comprise no more than four persons of which at least one is a Voting Member and at least one is not a Member.
- 5.3.3** The Management Committee may rely on the findings and recommendations of the committee, but is not required to do so.
- 5.3.4** The Management Committee may expel a Member under this clause 5.3 at its sole and absolute discretion and is not required to observe the rules of natural justice in considering and determining whether or not to expel a Member.
- 5.3.5** Clause 5.3.1 applies despite anything contained in any Rule made under clause 6.1.

## **5.4 Return of Property**

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

## **5.5 Membership may be Reinstated**

- 5.5.1** Nothing in this clause 5 prevents a former Member from applying for readmission to Membership.
- 5.5.2** 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.

**5.5.3** Membership which has ceased under this clause 5 may be reinstated at the discretion of the Management Committee without an application having been made under clause 5.5.1 with such conditions as it deems appropriate.

## **5.6 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.

## **6. DISCIPLINE**

### **6.1 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.

### **6.2 Scope of Disciplinary Rules**

A Rule made under clause 6.1 may:

**6.2.1** provide for one or more committees to hear and resolve cases falling under clause 6.1;

**6.2.2** prescribe penalties for breaches of this Constitution or the Rules; and

**6.2.3** otherwise prescribe the procedures for dealing with cases falling under clause 6.1.

### **6.3 Management Committee may deal**

Despite any Rules made under clause 6.1, the Management Committee may itself deal with any disciplinary matter referred to it or appoint a committee to do so.

### **6.4 Natural Justice**

All proceedings relating to cases falling under clause 6.1 must be conducted according to the rules of natural justice.

### **6.5 Expulsion**

This clause 6 is subject in all respects to clause 5.3.

## **7. FEES, SUBSCRIPTIONS AND LEVIES**

### **7.1 Fix Fees, Subscriptions and Levies**

The Management Committee will:

**7.1.1** fix annual membership subscriptions;

**7.1.2** fix such other fees or levies as the Management Committee considers prudent for the effective and sustainable management of the affairs of the Party; and

**7.1.3** determine the time and manner of payment of the subscriptions, fees and levies by Members to the Party.

## **7.2 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.

## **7.3 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 instalments for different categories of membership.

## **7.4 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.

## **7.5 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.

# **8. THE MANAGEMENT COMMITTEE**

## **8.1 Committee**

The Management Committee constitutes the 'committee' for the purposes of the Party.

## **8.2 Responsibility of Management Committee**

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

## **8.3 General Powers of Management Committee**

**8.3.1** Subject to the Party's Constitution, the business and affairs of the Party must be managed by the Management Committee which may exercise the powers of the Party for that purpose.

**8.3.2** The Management Committee must perform its functions in the pursuit of the objectives and in the interests of the Party as a whole, having regard to the Party's position as a political party under the Commonwealth Electoral Act and the Tasmanian Electoral Act (or either of them).

## **8.4 Limitation**

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

## **9. COMPOSITION OF THE MANAGEMENT COMMITTEE**

### **9.1 Composition**

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

### **9.2 Office Positions**

The Management Committee comprises the following positions:

**9.2.1** Convener;

**9.2.2** Secretary;

**9.2.3** Treasurer; and

**9.2.4** any additional positions that the Management Committee creates for the purpose of administering and managing the objectives and activities of the Party.

### **9.3 Multiple Positions**

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

### **9.4 Initial Management Committee**

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

**9.4.1** Senator Jacqui Lambie (Convener); and

**9.4.2** Fern Messenger (Secretary and Treasurer).

### **9.5 Portfolios and Tasks**

The Management Committee may allocate portfolios and tasks to Officers.

### **9.6 Convener**

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

### **9.7 Secretary**

The Secretary is the person who holds office (however described) the duties which involve responsibility for the carrying out of the administration, and for the conduct of the correspondence of, the party.

## **10. OFFICERS OF THE MANAGEMENT COMMITTEE**

### **10.1 Nominations**

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

**10.1.2** 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.

### **10.2 Form of Nomination**

Nominations must:

**10.2.1** be in writing;

**10.2.2** be in the prescribed form (if any) provided for that purpose;

**10.2.3** be signed by the nominee, who must be a Voting Member;

**10.2.4** disclose any position the nominee holds in any company and any political party, or has held during the preceding five years; and

**10.2.5** be delivered to the Party not less than five (5) days before the date fixed for the Annual General Meeting.

### **10.3 Elections**

**10.3.1** If the number of nominations received for the Management Committee does not exceed the number of vacancies to be filled, then, subject to clause 10.3.5, those nominated will be declared elected at the Annual General Meeting.

**10.3.2** 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 10.3.5, those nominated will be declared elected at the Annual General Meeting.

**10.3.3** 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.

**10.3.4** 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.

**10.3.5** At the end of the procedures described in clauses 10.3.1 to 10.3.4 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. 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 11.1.

## **10.4 Term of Appointment for Officers**

- 10.4.1** Subject to clause 10.4.2, the term of office of each Officer begins at the conclusion of the Annual General Meeting at which their election occurs.
- 10.4.2** 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.
- 10.4.3** 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.

## **11. VACANCIES ON THE MANAGEMENT COMMITTEE**

### **11.1 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.

### **11.2 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:

- 11.2.1** dies;
- 11.2.2** becomes bankrupt or makes any arrangement or composition with creditors generally;
- 11.2.3** suffers from legal incapacity;
- 11.2.4** ceases to be a Voting Member;
- 11.2.5** resigns his or her office by notice in writing to the Party;
- 11.2.6** is absent without the consent of the Management Committee for three (3) successive meetings of the Management Committee;
- 11.2.7** is removed by the Members in General Meeting; or
- 11.2.8** would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

## **12. MEETINGS OF THE MANAGEMENT COMMITTEE**

### **12.1 Committee to Meet**

- 12.1.1** The Management Committee must meet as often as it considers necessary in every calendar year for the dispatch of business.
- 12.1.2** The Management Committee must meet not less than once in each quarter.
- 12.1.3** Subject to this Constitution, the Management Committee may adjourn and otherwise regulate its meetings as it thinks fit.

**12.1.4** 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.

## **12.2 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.

## **12.3 Chairperson**

**12.3.1** The Convener is the chairperson of meetings of the Management Committee.

**12.3.2** The chairperson will act as chair of any Management Committee meeting or General Meeting at which he or she is present.

**12.3.3** 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.

## **12.4 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.

## **12.5 Chairperson has Casting Vote**

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

## **12.6 Resolutions not in Meeting**

**12.6.1** Subject to clause 12.6.4, 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.

**12.6.2** For the purposes of clause 12.6.1, 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.

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

**12.6.4** A resolution may not be passed under clause 12.6.1 if, before it is circulated for voting under clause 12.6.1, the Management Committee resolves that it can only be put at a meeting of the Management Committee.

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

## **12.7 Quorum**

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

**12.7.1** two (2) Officers; or

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

## **13. 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.

## **14. DELEGATIONS**

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:

### **14.1 Seal**

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

### **14.2 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 Party. 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.

## **15. ANNUAL GENERAL MEETING**

### **15.1 Convene Annual General Meeting**

An Annual General Meeting of the Party must be held in accordance with the Party's Constitution and on a date and at a venue to be determined by the Management Committee.

### **15.2 Other General Meetings**

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

## **16. SPECIAL GENERAL MEETINGS**

### **16.1 Special General Meetings may be held**

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



## **16.2 Requisition of Special General Meetings**

- 16.2.1** 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.
- 16.2.2** Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Party. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- 16.2.3** 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.
- 16.2.4** 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.
- 16.2.5** 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 Party.

## **17. ATTENDANCE AT GENERAL MEETINGS**

### **17.1 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.

### **17.2 Delegates**

Each Voting Member, by notice to the Party, may appoint a natural person to act as its delegate in all matters connected with the Member as if the Party were a body corporate to which section 253B of the Corporations Act applies. The appointed Delegate will have the powers in relation to the Member as if section 253B applied to the Party.

### **17.3 Revocation of Delegation**

A Voting Member may, by notice to the Party, revoke an appointment made under clause 17.2.

### **17.4 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.

## **18. NOTICE OF GENERAL MEETINGS**

### **18.1 Notice**

Notice of every General Meeting must be given to every Member, the auditor and the Officers by the means authorised in clause 29.

## **18.2 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.

## **18.3 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:

**18.3.1** the agenda for the meeting; and

**18.3.2** any notice of motion received from Voting Members entitled to vote.

## **19. BUSINESS**

### **19.1 Ordinary Business**

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

**19.1.1** the consideration of accounts and the reports of the Management Committee and auditors;

**19.1.2** the election of Officers to the Management Committee under this Constitution; and

**19.1.3** the appointment of the auditors.

### **19.2 Special Business**

All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in clause 19.1, is special business.

### **19.3 No Other Business**

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

## **20. PROCEEDINGS AT GENERAL MEETINGS**

### **20.1 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 20.3.1 (b), a quorum for General Meetings is ten per cent (10%) of Voting Members.

### **20.2 Chairperson to preside**

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

**20.2.1** in relation to any election for which the chairperson of the Management Committee is a nominee; or

**20.2.2** 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.

### **20.3 Adjournment of meeting**

**20.3.1** 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 16.2, the meeting will lapse; and

(b) in any other case, those Voting Members present will constitute a quorum.

**20.3.2** 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.

**20.3.3** 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.

**20.3.4** Except as provided in clause 20.3.3 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., it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### **20.4 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:

**20.4.1** the chairperson; or

**20.4.2** a simple majority of Voting Members present at the meeting.

### **20.5 Demanding a Poll**

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

### **20.6 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 Party is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

## **21. VOTING AT GENERAL MEETINGS**

### **21.1 Members entitled to vote**

Each Voting Member is entitled to one (1) vote at General Meetings.

## **21.2 Chairperson may not exercise casting vote**

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

## **22. RECORDS AND ACCOUNTS**

The Party must comply with its obligations under the Commonwealth Electoral Act in respect of accounts, records and minutes.

## **23. AUDITOR**

### **23.1 Appointment if Required**

The Party is not required to appoint an auditor except if required by the Commonwealth Electoral Act.

### **23.2 Appointment at Annual General Meeting**

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

### **23.3 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.

### **23.4 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 Party.

## **24. APPLICATION OF INCOME**

### **24.1 Application to Objectives**

The income and property of the Party must be applied solely towards the promotion of the objectives.

### **24.2 No Benefit to Members**

Except as prescribed in this Constitution, no portion of the income or property of the Party may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.

### **24.3 Permitted Payments**

Subject to clause 24.4 nothing in clauses 24.1 or 24.2 **Error! Not a valid bookmark self-reference.** prevents a payment in good faith to any Member:

**24.3.1** in accordance with clauses 3 and 24.1 where that Member is a not-for-profit entity with a similar purpose to the Party;

**24.3.2** for any services actually rendered to the Party whether as an employee, Officer or otherwise;

**24.3.3** for goods supplied to the Party in the ordinary and usual course of operation;

- 24.3.4** for interest on money borrowed from any Member;
- 24.3.5** for rent for premises let by any Member to the Party; and
- 24.3.6** for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Party.

#### **24.4 Amount of Payments**

No payment made under clause 24.3 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

### **25. WINDING UP**

Subject to this Constitution, the Party may be wound up or deregistered in accordance with the Commonwealth Electoral Act.

### **26. DISTRIBUTION OF ASSETS ON WINDING UP**

#### **26.1 Surplus Assets**

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

#### **26.2 Determination of Recipients**

The organisation or organisations to whom the distribution is to be made under clause 26.1 may be determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default of a determination by the Members, by a judge of the Supreme Court of Tasmania or any other Court that has jurisdiction in the matter.

### **27. CONSTITUTION**

#### **27.1 Alteration of Constitution by General Meeting**

Subject to clauses 27.2 and 27.3, this Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting.

#### **27.2 Alteration of Constitution by Management Committee**

Subject to clause 27.3, the Management Committee may, by Ordinary Resolution, make amendments to this Constitution if, in the opinion of the Management Committee, such amendments are necessary:

- 27.2.1** to achieve or maintain registration as a political party under the Commonwealth Electoral Act or the Tasmanian Electoral Act;
- 27.2.2** 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).

### **27.3 Condition of Alteration**

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

## **28. RULES**

### **28.1 Management Committee to formulate Rules**

The Management Committee may make and amend Rules for the proper advancement, management and administration of the Party and the advancement of the purposes of the Party as it thinks necessary or desirable. Rules may include, without limitation, regulations governing:

**28.1.1** the requirements for Membership;

**28.1.2** subscriptions, fees and levies for Membership;

**28.1.3** the conduct of meetings;

**28.1.4** the resolution of disputes;

**28.1.5** breaches of this Constitution or Rules; and

**28.1.6** 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 Party and its affairs.

### **28.2 Consistency**

The Rules must be consistent with the Constitution.

### **28.3 Rules Binding**

All Rules are binding on the Party and all Members.

### **28.4 Publication Of Rules**

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

## **29. NOTICE**

### **29.1 Notice to Members**

Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally or by sending it through the post in a prepaid envelope addressed to the Member at the Member's last known place of business, or by facsimile, email or other electronic means or by its insertion on the Party's website or in any journal or publication which is published by or on behalf of the Party and which is circulated by the Party to its members.

## **29.2 Notice to Party**

Any notice required or authorised by this Constitution to be given to the Party may be served by delivering it personally to the Party at its registered office or by sending it through the post in a prepaid envelope addressed to the Party at the registered office.

## **29.3 Notice by Post**

A notice served by post will be taken to have been received by the recipient on the second working day after it was posted.

## **29.4 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.

## **30. INDEMNITY**

### **30.1 Indemnity for Legal Proceedings**

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

### **30.2 Indemnity for Conduct**

The Party 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:

**30.2.1** in the case of an Officer, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Party; and

**30.2.2** 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 Party.

## **31. CHANGE OF NAME**

### **31.1 Cessation of Membership of Senator Lambie**

If Senator Jacqui Lambie ceases to be a Member of the Party, other than as a result of death or legal incapacity, then the Management Committee must, unless otherwise agreed in writing by Senator Lambie:

**31.1.1** immediately cause the name of the Party to be changed to a new name that does not expressly or impliedly suggest any Party, connection or affiliation with, or endorsement by, Senator Lambie; and

**31.1.2** apply to the Australian Electoral Commission and the Electoral Commissioner of Tasmania and the appropriate authority in any other State or Territory to record that change of name.

### **31.2 Death or Incapacity**

If Senator Lambie dies or is legally incapacitated, the Management Committee must abide by the directions of his executors, administrators or legal personal representatives (including a person acting under power of attorney) in relation to ongoing use of the names "Jacqui Lambie Network", "Jacqui Lambie" and "Lambie" in relation to the Party and its objectives and activities.