



CONSTITUTION OF

FAMILY FIRST PARTY AUSTRALIA LTD

(A Company Limited by Guarantee)

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DEFINITIONS AND INTERPRETATION

Definitions

In this Constitution unless the context otherwise requires:

“Family” means mums and dads, children, siblings, grandparents and extended family, singles, single parent families and heterosexual couples, that form a living community of people that interact and care for one another. [See The FAMILY FIRST Party Policy Statement for more information];

“Association” means either an association as defined under the Associations Incorporations Act or a company as defined under the Corporations Act;

“Co-Founders” means Andrew ██████ and Ashley ██████;

“Delegates” means those persons appointed by either the Federal Executive Committee or a State/Territory Executive pursuant to Clause 6.3 and 6.4 to attend on their behalf and vote at the National Conference;

“Directors” means in the first instance the Founding Directors and following the expiration of the period contemplated by clause 10.1 the persons appointed as Directors of the Party from time to time;

“Elected Candidates” means candidates for election to parliament that were elected and are sitting as members of parliament from time to time;

“Federal Executive Committee” means the board of the Party comprised of the Directors;

“Founding Directors” means Peter ██████, Chris ██████ and Andrew ██████;

“Federal Election” means any election or by-election held for the election of members of the House of Representatives or the Senate of the Commonwealth of Australia;

“Law” means the Corporations Act 2001 (Cth), as amended;

“Licence Agreement” means the licence agreement from time to time between FAMILY FIRST Party Australia Ltd. and any State/Territory Association in respect of the use of the name “FAMILY FIRST Party”;

“Member” means a person who has satisfied the requirements in sub-clause 3.1.1;

“National Conference Delegates” means all Delegates, members of the State/Territory Executives, Directors and Co-Founders attending and entitled to vote at the National Conference and Extraordinary National Conference from time to time;

“Party” means the company limited by guarantee whose full name is FAMILY FIRST PARTY AUSTRALIA LTD, and shall be known as “FAMILY FIRST”;

“Policy” means any Stated position of the Party on any such issue of importance or concern to the people of Australia.

“Seal” means the common seal of the Party and includes any official seal of the Party;

“Secretary” means any person appointed to perform the duties of a secretary of the Party;

“State/Territory Association” means any Association that has been established as a party in an Australian State or Territory and has been authorised by the Federal Executive Committee to bear the name "FAMILY FIRST" as part of its name;

“State/Territory Executive” means the Executive of a State or Territory Association;

“Sub-Clause” means (where not otherwise defined) a sub-clause within the same clause as the reference occurs;

Interpretation

The singular includes the plural and vice versa;

A gender includes all genders;

Where a word or phrase is defined, its other grammatical forms have a corresponding meaning;

Headings are for convenience only and do not effect the construction or interpretation of this Constitution.

References to any statutory enactment shall mean and be construed as references to that enactment as amended modified and re-enacted from time to time.

Words importing persons shall include corporations, incorporated associations, or unincorporated associations.

1. NAME AND REPLACEABLE RULE

- 1.1 The full name of the Party shall be FAMILY FIRST PARTY AUSTRALIA LTD (hereinafter called “the Party”), to be known as ‘FAMILY FIRST’.
- 1.2 All Replaceable Rules contained in the Corporations Law shall not apply to the Party.

2. OBJECTIVES

The objectives of FAMILY FIRST shall be:

- 2.1 To be an eligible political party within the meaning of the Electoral Act 1918 (Cth), or such other body as may be required from time to time for the purposes of nominating or endorsing a candidate for election to Federal Parliament so as to advance the objectives of the Party;
- 2.2 To propose, promote and support legislation which will result in the holistic health, wellbeing, welfare, safety and unity of families in Australia;
- 2.3 To oppose proposed legislation that will impact negatively upon families and seek to change existing legislation that impacts negatively upon families in Australia;
- 2.4 To promote strategies and legislative change, to reduce the social and economic impact as a result of family dysfunction in Australia;
- 2.5 To promote effective levels of funding and support for individuals, organisations and entities that provide wholesome assistance and benefits that strengthen and educate families in Australia;
- 2.6 To promote and encourage widespread community support and strategy to educate and provide assistance to reduce adverse social and economic impact of family breakdown in Australia;
- 2.7 Where there is no State/Territory Association then subject to satisfying the legislative requirements of that particular State or Territory and terms of the Licence Agreement, to initiate the establishing of a State/Territory Association in that particular State or Territory;
- 2.8 To nominate for election to Federal Parliament or appointment to other political or public office such persons who support and promote these objectives; and
- 2.9 To do all such things as may be considered desirable for the lawful and proper attainment of these objectives.

3. MEMBERSHIP

- 3.1 An applicant for membership must be admitted as a Member of this Party:
- 3.1.1 where the applicant is a natural person, if the person:
- (a) is eligible to enrol to vote in a Federal Election;
 - (b) has agreed to accept the Objectives and Core Values of the Party;
 - (c) has paid the prescribed Membership Fee (if any) as required by the Party from time to time;
 - (d) has applied either in writing or by electronic means to the Party; and
 - (e) has been accepted as a member by majority vote of the Federal Executive Committee or any Committee formed for such purposes;
- 3.1.2 any Member of this Party is entitled to be admitted as a Member of a State/Territory Association subject to them being a resident of that State or Territory and approval of the relevant State/Territory Executive.
- 3.1.3 any Member of a State/Territory Association is also admitted as a Member of the Party, subject to the approval of the Federal Executive Committee or any Committee formed for that purpose.
- 3.1.4 membership shall be for a period of 12 months and may be renewed each year by the Member from the anniversary of the commencement of Membership, subject to Clauses 3.2 and 3.3.
- 3.2 Subject to paragraph 4.2.3, Membership Fees shall be:
- 3.2.1 such sum as the Federal Executive Committee shall from time to time prescribe; and
- 3.2.2 payable annually from the anniversary of commencing membership with the Party or such other time as the Federal Executive Committee shall from time to time determine.
- 3.2.3 If a Member remains a financial Member of a State/Territory Association, the Member shall be exempt from payment of a Membership fee for the duration of such State/Territory Association Membership.
- 3.3 Memberships shall cease on:
- 3.3.1 resignation in writing being delivered to the premises of the Party;
- 3.3.2 cancellation of membership by the Party;

3.3.3 the failure of a Member to pay a Membership Fee within two months of when such payment falls due and payable; or

3.3.4 failure to renew membership within 2 months of its expiry.

3.4 The Federal Executive Committee must keep a register of members with the following particulars for each Member:

3.4.1 the full name and residential address of the Member;

3.4.2 the date of admission as the Member;

3.4.3 the date of death or resignation of the Member;

3.4.4 details about the termination or reinstatement of membership, and

3.4.5 any other particulars the Federal Executive Committee decides.

4. CESSATION OF MEMBERSHIP

- 4.1 Any Member may withdraw from the Party by giving the Secretary not less than one month's notice to that effect and the membership of a Member shall cease on expiry of such notice.
- 4.2 The Federal Executive Committee may pass a resolution to expel a Member where that person:
- 4.2.1 is acting in a manner inconsistent with the Objectives and Core Values of the Party;
 - 4.2.2 brings the Party into disrepute, or
 - 4.2.3 makes comments or acts in a manner to otherwise prejudice the interests of the Party.
- 4.3 The Directors shall not be obliged or required to give any more detailed reason for any such cancellation of membership.
- 4.4 Prior to expelling a Member the Directors shall provide the Member with a full and fair opportunity to be heard in respect of the alleged conduct and shall investigate any such allegations as fully as it considers to be appropriate in all the circumstances.
- 4.5 Any person who ceases to be a Member shall:
- 4.5.1 forfeit all and any rights and privileges of Membership at the date of cessation of Membership;
 - 4.5.2 have no further rights against or claims upon the Party or the property or funds of the Party, except rights or claims as a creditor (if any) and any rights or claims arising from actions or omissions during the period of Membership; and
 - 4.5.3 continue to be liable for payment of monies due to the Party by the member but unpaid as at the date of cessation of Membership and in addition for any sum for which that person is liable under clause 5.

5. LIABILITY OF MEMBERS LIMITED

- 5.1 The Party is a public company limited by guarantee.
- 5.2 Every person who is or has been a member undertakes that in the event that the Party is wound up during the currency of the person's membership or within one year of the person ceasing to be a member, they will contribute to the property of the Party for:
- 5.2.1 payment of the debts and liabilities of the Party incurred whilst the person was a member;
 - 5.2.2 the costs, charges and expenses of winding up;
 - 5.2.3 an adjustment of the right of the contributories among themselves; and
 - 5.2.4 such other amount as may be required, up to a maximum amount corresponding with the Membership Fee paid in the relevant year.

6. NATIONAL CONFERENCE

- 6.1 A National Conference (the "National Conference") shall take place approximately every two years (but, in any event, within three years of the previous National Conference) to carry out such business as outlined by clause 6.7. Those permitted to attend the National Conference shall be the Directors, members of the State/Territory Executives, the Delegates and any member who has met the requirements outlined in clause 6.12 herein.
- 6.2 The Co-Founders shall be entitled to attend the National Conference.
- 6.3 The Federal Executive Committee shall be entitled to attend the National Conference. In addition they shall be entitled to nominate additional Delegates such that the total number of representatives from the Federal Executive, including both Directors and nominated Delegates, does not exceed 15. They may choose any Member as a Delegate, including those Members from any State or Territory that does not have an established State/Territory Executive.
- 6.4 Each State/Territory Executive shall be entitled to be represented at the National Conference. In addition they shall be entitled to nominate additional Delegates such that:
- 6.4.1 in the case of a State/Territory Association of a State or Territory, the total number of representatives from that State or Territory, including both State/Territory Executive members and nominated Delegates, does not exceed 10; and
- 6.4.2 in the case of a State/Territory Association of a Territory, the total number of representatives from that Territory, including both Executive members and nominated Delegates, does not exceed 3.
- A Member shall be eligible to be elected by a State/Territory Executive as a Delegate. State/Territory Executive members in attendance shall have full voting rights on all matters at all General Meetings and National Conferences.
- 6.5 Only the following National Conference Delegates who are in attendance at the National Conference are entitled to vote at the National Conference:
- 6.5.1 the Directors;
- 6.5.2 the members of the State/Territory Executives; and

6.5.3 the Delegates

- 6.6 All issues other than the election of Directors shall be decided by a majority of not less than 75% of National Conference Delegates in attendance. The election of Directors shall be carried out in accordance with clause 10.8
- 6.7 The National Conference shall include on its agenda:
- 6.7.1 the fulfilment of all statutory obligations which apply to a company limited by guarantee;
 - 6.7.2 the development and formulation of broad matters of Federal Policy for recommendation to the Federal Parliamentary Party;
 - 6.7.3 subject to clause 10.1, the election of the Federal Executive Committee;
 - 6.7.4 the development and formulation of policies to guide the various committees of the Party, which committees may be established from time to time pursuant to clause 14.12;
 - 6.7.5 the hearing and resolution of any grievances or disputes between State/Territory Executives and the Federal Executive Committee that have not been resolved by the procedures set out in clause 7 and have been referred to the National Conference. The National Conference Delegates are the highest governing authority over all Members, State/Territory Associations, State/Territory Executives, and committees of the Party and shall have authority to resolve disputes between State/Territory Executives and the Federal Executive Committee; and
 - 6.7.6 discussion and voting on proposed constitutional amendments.
- 6.8 Subject to clause 6.9, all decisions made at the National Conference shall be binding on the Party, Members and Committees. The Federal Executive Committee shall be responsible for ensuring they implement and act in accordance with the resolutions of the National Conference.
- 6.9 Policy decisions of the National Conference shall not be binding upon State/Territory or Federal Parliamentary Parties and are not binding on the Federal Executive Committee but shall be dealt with as follows;
- 6.9.1 policy decisions relating to federal matters shall be forwarded to the federal Parliamentary Party as recommendations of the National Conference;

- 6.9.2 policy decisions relating to State or Territory matters shall be forwarded to the relevant State/Territory Executive Committee(s) as a recommendations of the National Conference.
- 6.10 Neither Members, the Federal Executive Committee nor the State/Territory Executives can bind Delegates with regard to their vote on any issue or with respect to the election of the Federal Executive Committee.
- 6.11 Each State/Territory Executive and the Federal Executive Committee shall lodge with the Secretary of the Party the names and addresses of its Delegates and any Members attending pursuant to Clause 6.12 as early as practicable, and not less than 7 days before each National Conference.
- 6.12 All Members shall be entitled to apply to the State/Territory Executive of the State or Territory in which they usually reside, or to the Federal Executive Committee if there is no State/Territory Association in their State or Territory of residence, for consent to attend the National Conference. The Members must apply in writing to the relevant executive at least 14 days prior to the National Conference. The State/Territory Executive or Federal Executive Committee, as appropriate, has the right to withhold its consent for whatever reason it deems appropriate. A member who attends the National Conference pursuant to this clause attends as an observer and is not entitled to vote.
- 6.13 The rules in this Constitution which relate to the conduct of a general meeting shall apply equally to the conduct of a National Conference, unless otherwise specified. In particular, but without limiting the generality of this clause, the rules set out in clauses 8, 9, 23 and 24 apply to the conduct of a National Conference.
- 6.14 The Federal Executive Committee shall call an Extraordinary National Conference:
- 6.14.1 when an appeal from a State/Territory Executive against a decision by the Federal Executive Committee is required to be decided upon;
 - 6.14.2 when the next scheduled National Conference would occur at a time unsuitable for the expedient deliberation of the appeal; and
 - 6.14.3 with the express purpose to deliberate on such an appeal.

- 6.15 The procedures laid out in clause 6 for a National Conference shall apply to an Extraordinary National Conference, excepting that the conference may be held either in person or by any other form of technology, audio or audio-visual instantaneous communication for the despatch of business. A resolution passed by such a conference shall, notwithstanding that the National Conference Delegates are not present together at one place at the time of the conference, be binding upon all Members, Committees and the Party.

7. DISPUTES AND DIFFERENCES

- 7.1 In dealing with disputes Members, State/Territory Associations, State/Territory Executives, Directors and Committees commit to use peacemaker principles, therefore the Executive Committee and Members undertake to deal graciously with one another decently in honesty and humility in the resolution of any conflict.
- 7.2 Intra-State/Territory disputes involving Members, Committees or State/Territory Executives should be resolved in the first instance using the whatsoever procedures and policies that have been adopted by the respective State/Territory Association. In the event that a dispute is unable to be resolved, the State/Territory Executive shall present the dispute to the Federal Executive Committee which shall make a determination on the dispute. The decision of the Federal Executive Committee shall be binding upon all Members.
- 7.3 In the case of any State/Territory Executive, State/Territory Association or committee of any State/Territory Association acting or having acted in a manner deemed by the Federal Executive Committee to be contrary to this Constitution or the Objectives and Core Values of the Party, as interpreted by the Federal Executive Committee, the Federal Executive Committee may censure such State/Territory Executive, State/Territory Association or committee.
- 7.4 Decisions of the Federal Executive Committee shall be binding upon all Members and committees of the Party.
- 7.5 The State/Territory Executives may appeal against any decision made by the Federal Executive Committee by:
- 7.5.1 submitting in writing the grounds for the appeal to the Federal Executive Committee;
 - 7.5.2 the Federal Executive Committee will then present the appeal to be heard by the National Conference Delegates at either a National Conference or an Extraordinary National Conference as provided for in clause 6.14; and
 - 7.5.3 the appeal shall be upheld if agreed to by not less than 75% of the National Conference Delegates. At the hearing of the appeal, should the

number in attendance not be sufficient to constitute a quorum, or the appeal is not agreed to by sufficient votes, the original decision of the Federal Executive Committee shall stand.

- 7.6 In the event that the outcome of the appeal is not found in favour of the appellant, and the State/Territory Executive refuse to submit or comply with the decision of the Federal Executive Committee, the Federal Executive Committee shall be entitled to withdraw the use of the FAMILY FIRST Party name, as provided for in the Licence Agreement.

8. GENERAL MEETINGS

- 8.1 Annual general meetings of the Party shall be held once every twelve months and may form part of the business of the National Conference in those years that a National Conference is held. The first Annual General Meeting shall be held not more than 18 months after the date of registration of the Party and thereafter within five (5) months after the end of its financial year.
- 8.2 Subject to clause 8.1, General Meetings (but not National Conferences) may be convened by the Federal Executive Committee when it thinks fit or by requisition as provided by the Corporations Act.
- 8.3 Those entitled to vote in General Meetings that are not part of the National Conference (“Voting Members”) shall be:
- 8.3.1 a total of not more than 15 Directors;
 - 8.3.2 in the case of an Association of a State, a total of not more than 10 State Executive members; and
 - 8.3.3 in the case of an Association of a Territory, a total of not more than 3 Territory Executive members.
- 8.4 Subject to the provisions of the Corporations Act relating to special resolutions and consent to short notice, at least 21 days notice (exclusive of the day on which the notice is served or received or deemed to be served or received and exclusive of the day for which notice is given) stating the place, the day and the time of meeting and, in the case of special business, the general nature of that business, shall be given to all the State/Territory Executives and Directors and Members.
- 8.5 All business that is transacted at general meetings (with the exception of the consideration of accounts, financial Statements and reports of the Federal Executive Committee and Auditors) shall be special business.
- 8.6 Business of the annual general meeting shall include but not limited to reports from the chair person, treasurer and auditor, appointment of an auditor, and declarations from the Directors.

- 8.7 Changes to the constitution shall occur as part of the business of a National Conference.
- 8.8 Accidental omission to give notice of a general meeting or National Conference by the Party to, or the non-receipt of notice of a meeting by any Member or State/Territory Executive shall not invalidate proceedings at a general meeting or National Conference.
- 8.9 The Party may pass a resolution without a general meeting being held if all the National Conference Delegates (if the business of the resolution falls under the scope of a National conference as set out by clause 6.7), or Voting Members (if the business of the resolution may be decided upon at a General Meeting that is not part of a National Conference) entitled to vote on the resolution sign a document containing a Statement that they are in favour of the resolutions set out in the document. Any such resolution may consist of several identical documents each signed by the National Conference Delegates or Voting Members as required.

9. PROCEEDINGS AT GENERAL MEETING AND NATIONAL CONFERENCE

9.1 Quorum

9.1.1 No business shall be transacted at a general meeting unless a quorum of National Conference Delegates (in case of National Conference) or Voting Members (in the case of General Meeting that is not part of National Conference) is present at the time when the meeting proceeds to business.

9.1.2 The quorum must be present at all times during a meeting.

9.1.3 For a general meeting and a National Conference, the quorum shall be a total of 5 Voting Members,

9.2 If Quorum is not Present

9.2.1 If a quorum is not present within 30 minutes of the time appointed for a general meeting or a National Conference, the meeting shall, if convened upon the requisition of State/Territory Executives be dissolved or, in any other case, stand adjourned to the same day on the next week at the same time and place, or to such other day and at such other time and place as the chair may determine (being a day which is not more than 30 days after the original scheduled date).

9.2.2 If a quorum is not present within 30 minutes of the time appointed for the adjourned meeting (a notice of the meeting having been properly given in accordance with this Constitution) then a quorum shall be any 5 National Conference Delegates (in the case of a National Conference) or any 5 Voting members (in the case of a General Meeting that is not part of a National Conference).

9.3 Chair

The Chair of the Federal Executive Committee shall preside as Chair at general meetings of the Party. If the Chair of the Federal Executive Committee is not present within 30 minutes of the time appointed for holding a general meeting or if the chair of the Federal Executive Committee is unable or unwilling to act, the National Conference Delegates present, in the case of a

National Conference, or the Voting Members present, in the case of a General Meeting that is not part of the National Conference, shall elect one of their number to be chair of the general meeting.

9.4 Adjourned Meetings

9.4.1 The Chair of any general meeting may, with consent of the majority of those National Conference Delegates present, in the case of a National Conference, or the Voting Members present, in the case of a General Meeting that is not part of the National Conference at the general meeting (be a meeting at which the quorum is present) adjourn the general meeting. No business shall be transacted at any adjourned general meeting other than the business left unfinished at the general meeting for which the adjournment took place.

9.4.2 Except as otherwise provided by the Constitution, it shall not be necessary to give any notice of an adjournment or the business being transacted at any adjourned general meeting.

9.5 Voting

9.5.1 For a general meeting held as part of the business of a National Conference, National Conference Delegates entitled to vote must be duly registered pursuant to Clause 6.11 prior to the date of the meeting. However, where a Delegate is sick or otherwise unable to attend, the relevant nominating State/Territory Executive or Federal Executive Committee shall be entitled to nominate an emergency Delegate or Delegates provided advice of such emergency Delegate and evidence of eligibility is provided to the Chairman at the commencement of the meeting.

9.5.2 For a general meeting that is held outside of a National Conference, only Voting Members shall be entitled to vote as provided for by clause 8.3.

9.5.3 Any resolution to be considered at a general meeting shall be decided on a show of hands, unless a poll is demanded before or on a declaration of the result of the show of hands by any National Conference Delegates present in person, in the case of a National Conference, or the Voting Members present in person, in the case of a General Meeting that is not part of the National Conference. Unless a poll is so demanded, a declaration by the Chair at the general meeting that a resolution has been

carried, carried unanimously, carried by particular majority or lost on a show of hands and an entry to that effect made in the book containing the minutes of proceedings of the Party, shall be conclusive evidence of the fact the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

- 9.5.4 If a poll is duly demanded, it shall be taken either at once or after an interval or adjournment and in such manner as the Chair of the general meeting directs. On a poll each National Conference Delegate, in the case of a National Conference, or each Voting Member, in the case of a General Meeting that is not part of the National Conference will have one vote and the result of a poll shall constitute the resolution as a meeting at which the poll is demanded provided that a poll demanded on the election of the Chair of the general meeting or on the question of adjournment shall be taken immediately.
- 9.5.5 In the case of an equality of votes on a show of hands or on a poll, the Chair of the general meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 9.5.6 A National Conference Delegate, in the case of a National Conference, or a Voting Member, in the case of a General Meeting that is not part of the National Conference must vote in person and on a show of hands, shall have one vote.

10. FEDERAL EXECUTIVE COMMITTEE

- 10.1 The Founding Federal Executive Committee of Directors shall consist of Peter [REDACTED], Andrew [REDACTED] and Chris [REDACTED]. These Directors and all Directors elected at the first National Conference held February 2005 shall hold office until 18 months from the date of the next Federal Election after that National Conference. Thereafter the Directors shall be up for re-election biannually at National Conference.
- 10.2 The Federal Executive Committee shall be responsible for the day to day management of the Party as the board of management.
- 10.3 Subject to clause 10.4, National Conference Delegates have the right to vote for the Federal Executive Committee at the National Conference.
- 10.4 Nominations for the positions on the Federal Executive Committee shall be received from the State/Territory Executives and the Directors not more than 6 months and not less than 21 days prior to the National Conference.
- 10.5 The Federal Executive Committee shall comprise up to 10 elected Directors including Office Bearers and general positions. The Office Bearers shall be: Chairman, Deputy Chairman, Treasurer and Secretary.
- 10.6 A Director may carry out more than one role as set out in clause 10.7.
- 10.7 The Federal Executive Committee may appoint other roles to the Directors as they see fit, from time to time.
- 10.8 Elections of the Directors shall be carried out as follows:
- 10.8.1 Office Bearer positions shall be elected first by a secret ballot;
 - 10.8.2 the remaining Directors shall be elected by a secret ballot;
 - 10.8.3 the vote shall be determined by a majority vote of 55% or more of all National Conference Delegates in attendance;
 - 10.8.4 in the event that sufficient candidates do not receive 55% or more of the vote to fill all board positions, the candidate with the lowest vote shall be removed from the ballot and the ballot drawn again. This process shall be repeated until all board positions are filled.

- 10.9 The Federal Executive Committee may appoint Directors to the Federal Executive Committee (including appointing Directors to fill vacant Office Bearer positions) by simple majority as they see fit from time to time, provided:
- 10.9.1 such casually appointed Directors shall be up for re-election at the next National Conference; and
 - 10.9.2 the total number of Directors, including those elected Directors and those appointed Directors, does not exceed 15.
- 10.10 Representatives from State/Territory Executives may be included on the Federal Executive Committee.
- 10.11 National Conference Delegates shall not have the right to remove the Founding Federal Executive Committee until the Founding Directors are up for re-election as contemplated by clause 10.1.
- 10.12 Any conflicts over fundamental issues of Objectives and Core Values between the Directors or the State/Territory Executives that cannot be resolved will be referred to the National Conference Delegates at either National Conference or an Extraordinary National Conference.
- 10.13 The Federal Executive Committee shall do all things necessary and essential to the efficient management of the day to day affairs of the Party.
- 10.14 A member of the Federal Executive Committee shall cease to hold such office upon:
- 10.14.1 resignation in writing either as a member of the Party or as a member of the Federal Executive Committee;
 - 10.14.2 suspension or cancellation of membership of the Party;
 - 10.14.3 absence for three (3) successive Federal Executive Committee meetings without explanation acceptable to the Federal Executive Committee;
 - 10.14.4 becoming permanently incapacitated by ill-health;
 - 10.14.5 being declared bankrupt;
 - 10.14.6 any finding by a court that the director has breached legislation applicable to the person acting in the capacity of a director of the company, or of any other company ;

- 10.14.7 any serious breach of directors duties owed to the company;
- 10.14.8 any breach of company rules for matters in which the director has a material personal interest;
- 10.14.9 any serious or repeated disclosure of confidential information.

11. **POWERS AND DUTIES OF THE FEDERAL EXECUTIVE COMMITTEE**

11.1 Power to Manage and Borrow

Subject to the Law and any other provision of this Constitution, the administration of the day to day affairs of the Party shall be managed and controlled exclusively by the Federal Executive Committee, who may pay all expenses incurred in promoting and forming the Party and in addition to any powers and authorities conferred by this Constitution may exercise all such powers and do all such things as are within the objectives of the Party and consistent with the policies and principles formulated by the National Conference.

11.2 Without limiting the generality of Sub-Clause 11.1, the Federal Executive Committee may exercise all the powers of the Party to borrow money, to mortgage or charge any property or business of the Party or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Party or of any other person.

11.3 Power to appoint Attorneys

The Federal Executive Committee may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Party for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.

11.4 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him.

11.5 Power to Sign Negotiable Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Party, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two directors (except where the number of directors is one then by one director only) or in any such manner as the Directors determine.

11.6 Minutes

The Federal Executive Committee shall cause minutes to be made of:-

11.6.1 all appointment of officers;

11.6.2 names of members present at all meetings of the Party and the names of the Directors present at all meetings of the Federal Executive Committee; and

11.6.3 all proceedings at all meetings of the Party and of the Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

11.7 The Directors shall also cause to be kept in the minute books:-

11.7.1 resolutions passed by National Conference Delegates or Voting Members without a meeting;

11.7.2 resolutions passed by directors without a meeting; and

11.7.3 if the Party has only one director, records of the making of all decisions and declarations by the Director.

12. PRE-SELECTION OF CANDIDATES

- 12.1 The Federal Executive Committee and the Candidate Selection Committee formed pursuant to Clause 14.12 shall follow the following process for candidate preselection for a Federal Election or any State or Territory upper house election:
- 12.1.1 each State/Territory Executive shall nominate Candidates for each electorate and at least 2 candidates for the Senate or upper house, as appropriate;
 - 12.1.2 the Candidate Selection Committee shall review the nominations and select the endorsed candidate for all lower house seats and non-lead Senate or non-lead upper house positions;
 - 12.1.3 the Candidate Selection Committee shall review the nominations and provide recommendations to the Federal Executive Committee for lead Senate or lead upper house positions;
 - 12.1.4 the Federal Executive Committee shall then ratify each lead senate or lead upper house Candidate's nomination, or refer the nomination back to the relevant State/Territory Executive for further information or an alternate nomination, which may include the non-lead candidate previously endorsed by the Candidate Selection Committee;
 - 12.1.5 the Candidate Selection Committee shall review any further nominations or information provided pursuant to Clause 12.1.4 and provide supplementary recommendations to the Federal Executive Committee for ratification.
- 12.2 The process in Clause 12.1 shall be continued until candidates are selected for each State/Territory Association electorate and Senate.

13. PARLIAMENTARY MEMBERS

- 13.1 An elected member of Parliament shall adhere to all Objectives and Core Values formulated by the Party;
- 13.2 Where an elected member of Parliament fails to act in a manner consistent with the Party's established Objectives and Core Values, they shall be subject to such disciplinary action as determined by the Federal Executive Committee, which may include disendorsement as a parliamentary member of the Party;
- 13.3 In the instance where a casual vacancy arises in the Senate Parliamentary team or State or Territory upper house team, the Federal Executive Committee, in consultation with the relevant State/Territory Executive, shall decide on the replacement from among the membership;
- 13.4 The Federal Parliamentary Leader shall be determined from among the elected members of Parliament by a simple majority vote of:
- 13.4.1 the elected members and the Federal Executive Committee when there are 3 or less elected members; or
- 13.4.2 the elected members when there are more than 3 elected members.
- 13.5 The position of Federal Parliamentary Leader shall be open to re-election after each Federal Election. The vacating Federal Parliamentary Leader shall be eligible to be re-elected to the position.

14. PROCEEDINGS OF FEDERAL EXECUTIVE COMMITTEE

- 14.1 The Directors must meet at least twice each year, and at such other times as the Federal Executive may determine, for the purpose of considering and determining all matters that are properly before it.
- 14.2 A Federal Executive Committee meeting may be called at any time upon request by half of the Directors on the Federal Executive Committee and the secretary/public officer shall on the requisition of such Directors, summon a meeting by giving reasonable notice individually to every other Director.
- 14.3 The Directors may meet together either in person or by any form of technology, audio or audio-visual instantaneous communication for the despatch of business and adjourn and otherwise regulate their meetings as they think fit. A resolution passed by such a meeting shall, notwithstanding that the Directors are not present together at one place at the time of the conference, be deemed to have been passed at a meeting of the Directors held on the day and at the time at which the conference was held. The provisions of this Constitution relating to proceedings of directors shall apply, in so far as they are applicable to such meetings.
- 14.4 Subject to the provisions of this Constitution, questions arising at a Federal Executive Committee Meeting shall be decided by a majority of not less than 75% of votes of Directors entitled to vote on the resolution and any such decision shall for all purposes be deemed a decision of the Federal Executive Committee.
- 14.5 In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- 14.6 May Contract with Company
- Notwithstanding any rule of law to the contrary or the holding by a Director of any office in the Party or in any other company or any other interest a Director may:
- 14.6.1 hold any office or place of profit in the Party or in any company in which the Party may be a shareholder or otherwise interested.

14.6.2 in any capacity enter into a contract arrangement or understanding with the Party;

14.6.3 help to constitute a quorum and vote at any meeting of Directors convened to deal with any contract arrangement or understanding;

14.6.4 affix the common seal to and sign any instrument in respect of any contract, arrangement or understanding;

14.7 No contract, arrangement or understanding shall be avoided or rendered voidable by reason that the Director is or may be interested in that contract arrangement or understanding within the meaning of Section 191 of the Law or otherwise.

14.8 No Director shall be liable to account to the Party any profit realised by him from any contract arrangement or understanding.

14.9 A Director entering into a contract arrangement or understanding shall disclose his interest in that contract arrangement or understanding in the manner mentioned in Section 191 of the Law.

14.10 Quorum

At a Federal Executive Committee meeting the quorum shall be half of the number of Directors on the Federal Executive Committee from time to time and the quorum must be present at all times during the meeting except where the number of Directors is one then the quorum shall be one.

14.11 In the event of a vacancy or vacancies in the office of a Director or offices of directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a Federal Executive Committee meeting, they may act only for the purpose of appointing a person as a Director in order to make up a quorum for a Federal Executive Committee meeting or of convening a general meeting of the Party.

14.12 Committees

The Federal Executive Committee may delegate any of their powers to a committee or committees consisting of such of their number as they think fit, including but not limited to; a fund raising committee, a policy committee and a candidate selection committee ("Candidate Selection Committee").

- 14.13 A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Federal Executive Committee and any decision made at a National Conference. A power exercised in this way is the same as if the Federal Executive Committee exercised it.
- 14.14 A committee must report back to and be accountable to the Federal Executive Committee.
- 14.15 The members of such a committee may elect one of their number as chair of their meetings.
- 14.16 Where such a meeting is held and;
- 14.16.1 a chair has not been elected as provided by Sub-Clause 14.15; or
 - 14.16.2 the chair is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act;
- the members present may elect one of their number to be chair of the meeting.
- 14.17 Committee meetings
- A committee may meet and adjourn as it thinks proper.
- 14.18 Questions arising at a meeting of a committee shall be determined by a majority of votes of the members present and voting.
- 14.19 In the case of an equality of votes, the chair of the committee shall have a second or casting vote.
- 14.20 If all the Directors have signed a document containing a Statement that they are in favour of a resolution of the Directors in the terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- 14.21 For the purposes of Sub-Clause 14.20, two or more separate documents containing Statements in identical terms each of which is signed by one or

more Directors shall together be deemed to constitute one document containing a Statement in those terms signed by those Directors on the respective days on which they signed the separate documents.

14.22 A reference in Sub-Clause 14.20 to all the Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution.

14.23 If the Party has only one Director and the Director records in writing and signs such record the Director's decision or declaration to a particular effect then:

14.23.1 the decision counts as the passing by the Director of a resolution to that effect;

14.23.2 the declaration counts as the making of a declaration to that effect made at a meeting of Directors.

14.24 All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of the committee, or to act as a Director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the committee.

15. CHAIRMAN

- 15.1 Where a meeting is held and –
- 15.1.1 the Chairman is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act;
 - 15.1.2 the Deputy Chairman is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act;
 - 15.1.3 the Directors present shall elect one of their number to be chair of the meeting.
- 15.2 The Chairman shall, subject to the terms of any agreement entered into in a particular case, receive such remuneration as the Directors determine.
- 15.3 The Directors may, upon such terms and conditions and with such restrictions as they think fit, confer upon the Chairman any of the powers exercisable by them.
- 15.4 Any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the Directors.
- 15.5 The Directors may at any time revoke or vary any of the powers so conferred on the Chairman.

16. POLICY FORMULATION

- 16.1 The Parliamentary Party is responsible for policy adoption.
- 16.2 Prior to the election of the first Parliamentary members, policy can be adopted by the Executive Committee subject to Clause 16.3.
- 16.3 The Executive Committee may appoint a committee or committees for the purposes of policy development, which are then forwarded to the Parliamentary Party or the National Conferences for their consideration.
- 16.4 The Parliamentary Party shall consider policy recommendations of the National Conference and Executive Committee forwarded to it and shall communicate its decisions and reasons to the Executive committee within a reasonable time.
- 16.5 Any committees formed for the purpose of policy development shall, where practicable, liaise with the relevant committees formed for policy development for the FAMILY FIRST Party Australia Ltd.
- 16.6 No policy of the Party shall contradict, contravene, invalidate or otherwise be in discord with the Objectives and Core Values of the FAMILY FIRST Party Australia Ltd.
- 16.7 Any policy of the Party that contradicts, contravenes, invalidates or otherwise is in discord with the Objectives and Core Values of the FAMILY FIRST Party shall not be accepted as a valid policy of the Party, and shall either be deleted as a policy of the Party, or altered in such a way as to bring the policy into agreement with the Objectives and Core Values of the FAMILY FIRST Party Australia Ltd.
- 16.8 Any policy of the Party that might have a direct effect on National policy formulation shall be subject to review by the Federal Parliamentary Party using whatsoever procedures they have established for federal policy review.

17. TREASURER

- 17.1 The Treasurer shall ensure that all monies received are paid into an account authorised by the Federal Executive Committee in the name of the Association. Payments shall be as petty cash or by cheque signed by two (2) authorised signatories of whom there shall be no more than three (3) appointed by the Federal Executive Committee. Major or unusual expenditures shall be authorised in advance by the Federal Executive Committee.
- 17.2 The Treasurer shall ensure that records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any member.
- 17.3 The Treasurer shall ensure that financial budgets and Statements are prepared and shall submit a report on the finances to each Federal Executive Committee meeting.
- 17.4 The Treasurer shall ensure that annual Financial Statements comprising an account of income and expenditure and a balance sheet shall be prepared following the end of the Association's financial year.
- 17.5 The Treasurer shall ensure that the annual Financial Statements are audited before presentation to the Annual General Meeting by an independent auditor who shall be appointed by the Federal Executive Committee, provided that where the auditor is changed the Treasurer shall so inform the Annual General Meeting in his or her report.

18. SECRETARY

A secretary of the Company holds office on such terms and conditions, as to remuneration and otherwise, as the Directors determine.

19. COMMON SEAL

- 19.1 The Directors may provide a Common Seal for the Party and shall provide for the safe custody of that seal which shall only be used by the authority of the Directors previously given.
- 19.2 A document to which the seal is affixed shall be signed:
- 19.2.1 by a Director and counter-signed by another Director the secretary or some other person appointed for that purpose;
- 19.2.2 where the only Director is also the only secretary by the Director if it is Stated next to the signature that the person is the sole Director and the sole secretary of the Party.
- 19.3 A Director may affix the seal to or sign any instrument as aforesaid notwithstanding he may be in any way interested in the transaction.
- 19.4 A Party may execute a document without using a seal if the document is signed by:
- 19.4.1 by a Director and counter-signed by another Director the secretary or some other person appointed for that purpose;
- 19.4.2 where the only Director is also the only secretary by that Director if it is Stated next to the signature that the person is the sole Director and sole secretary of the Party.

20. INSPECTION OF RECORDS

Subject to the Law the Directors shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Party or any of them will be open to the inspection of members other than Directors. A member other than a Director does not have the right to inspect any document of the Party except as provided by law or authorised by the Directors or by the Party in general meeting.

21. ACCOUNTS

The Directors shall cause proper accounting and other records to be kept and shall distribute copies of balance sheets as required by the Law and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Party or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Party except as conferred by statute or authorised by the Directors or by the Party in general meeting.

22. AMENDMENT OF RULES

- 22.1 The rules of this Constitution may be repealed or amended by a resolution of National Conference Delegates present and voting at a National Conference of which not more than sixty (60) days and not less than twenty-one (21) day's written notice including notice of the proposed repeal or amendment has been given to each State/Territory Executive.
- 22.2 Rules for the proper administration of meetings or business may be made, repealed or amended by a General Meeting or by the Federal Executive Committee subject to subsequent disallowance at a General Meeting, provided that not more than sixty (60) days and not less than twenty-one (21) day's written notice including notice of the proposed new rule, repeal or amendment has been given to each State/Territory Executive.

23. NOTICES

- 23.1 The Company must give the notice of meeting;
- 23.1.1 personally; or
 - 23.1.2 by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
 - 23.1.3 by sending it to the fax number or electronic address (if any) nominated by the member; or
 - 23.1.4 by advertisement in a National newspaper or any other form of communication which might have general acceptance in the community; or
 - 23.1.5 by way of prominent notice displayed on the FAMILY FIRST Party Australia website;
 - 23.1.6 by any other means that the provisions of this Constitution permits.
- 23.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, 3 days after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- 23.3 A notice of meeting or other notice sent by fax or other electronic means shall be taken to be given on the business day after it is sent.
- 23.4 A notice may be given by the Party to the joint holders of a share by giving the notice to one of the members in respect of that share.
- 23.5 A notice may be given by the Party to a person entitled to a share in consequence of the death or bankruptcy of a member by serving it on him personally or by sending it to him by post addressed to him by name, or by the title of representative of the deceased or assignee of the bankrupt, or by any like description, at the address (if any) in Australia supplied for the purpose by the person or, if such an address has not been supplied, at the address to which the notice might have been sent if the death or bankruptcy had not occurred.

24. NOTICE OF GENERAL MEETINGS

24.1 Notice of every general meeting shall be given in the manner authorised by Clause 23 to:-

24.1.1 every State/Territory Executive entitled to nominate Delegates to attend and vote at the meeting or to receive such notice in accordance with the provisions of this Constitution;

24.1.2 Members;

24.1.3 National Conference Delegates;

24.1.4 the auditor (if any) for the time being of the Party; and

24.1.5 each Director.

24.2 No other person is entitled to receive notices of general meetings.

25. WINDING UP OF PARTY

If upon the winding up or dissolution of the Party in accordance with the Corporations Law and after satisfaction of all the Party's debts and liabilities there remains any amount whatsoever, the same shall be paid to or distributed to a society, association or club in Australia which is not carried on for the purpose of profit or gain of its individual members and is established for similar Objectives and Core Values.

26. INDEMNITY OF OFFICERS, AUDITORS OR AGENTS

Every officer, auditor or agent of the Party shall be indemnified out of the property of the Party against any liability incurred by him in his capacity as officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is under the Law granted to him by the Court.

27. PAYMENT OF INSURANCE PREMIUMS

27.1 The Party or related body corporate may by resolution of the Directors pay, or agree to pay, either directly or indirectly through one or more interposed entities, a premium in respect of a contract insuring a person who is or has been a Director, Auditor or other officer or employee of the Party against:-

27.1.1 any liability other than a liability incurred by the person as such a Director, Auditor or other officer or employee and arising out of conduct involving:-

- (a) a wilful breach of duty in relation to the Party; or
- (b) without limiting sub-paragraph 28.1.1, a contravention of Part 2D.2 Division 1 of the Law; or
- (c) a liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal and whatever their outcome.

28. FUNDING

The Party shall abide by all relevant laws including electoral and Law. National membership fees and journal subscriptions shall be:

- 28.1 set, collected and recorded by the Federal Executive Committee; and
- 28.2 distributed between the Federal Executive Committee and the appropriate State/Territory Executive on a basis and in proportions to be determined from time to time by the Federal Executive Committee.

29. NOT FOR PROFIT

The income and capital of the Party shall be applied exclusively to the promotion of its objectives and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Party. In such instances, a Member shall not take part in decisions in relation to paid work and shall remain absent from deliberation relating to any Member if so requested by a majority of the Federal Executive Committee.

I/we, the person(s) whose signature(s) is/are set out below agree to the foregoing constitution of the FAMILY FIRST Party Australia Ltd.

Dated this day of 2007

Signature of Directors
