CONSTITUTION

OF

THE WIKILEAKS PARTY LTD

TABLE OF CONTENTS

- 1. Definitions
- 2. Interpretation
- 3. Adopting this Constitution
- 4. Legal Capacity
- 5. Amending the Constitution
- 6. Financial Structure of the Party
- 7. Name & Objectives of the Party
- 8. Powers of the Party
- 9. National Council-Directors-Office Bearers
- 10. National Council Election Procedures
- 11. Directors Removal, Retirement and Vacancies
- 12. National Council Role, Power and Entitlements
- 13. Declaring Conflicts of Interest
- 14. Sub-Committee
- 15. Chief Executive Officer
- 16. Treasurer
- 17. Party Secretary
- 18. Meetings of National Council
- 19. First Annual General Meeting
- 20. Annual General Meetings
- 21. General Meeting of Members
- 22. Proxies
- 23. Minutes
- 24. Members
- 25. Voting Rights of Members
- 26. New Membership
- 27. Membership fees
- 28. Admission and rejection of new Members
- 29. When Membership Ends
- 30. Appeal against rejection or termination of Membership
- 31. General Meeting to decide Appeal
- 32. Register of Members
- 33. Selection of Parliamentary Candidates for Federal, State, Territory and Local Government Elections
- 34. Elected Members of Parliament
- 35. Policy Formulation
- 36. Party Seal
- 37. Accounting and Other Records
- 38. Auditor
- 39. Funds and Accounts

Adoption of Constitution

A PUBLIC COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

THE WIKILEAKS PARTY LTD

A.C.N. 162 478 480

This Constitution

1. **Definitions**

In this Constitution unless the context otherwise requires:

"Act" means the Corporations Act 2001 as amended from time to time or any statutory modifications, amendments or re-enactments to any section, part or division is to that provision as so modified amended or re-enacted;

"ASIC" means the Australian Securities and Investments Commission;

"Business Day" means a day that is not a Saturday, a Sunday or a public holiday in the place concerned.

"**Chairperson**" means the person appointed in accordance with this Constitution;

"Chairman" means the President;

"Chief Executive Officer" means any person appointed as such by the National Council.

"Constitution" means this Constitution in force from time to time:

"Director" means any person appointed as a Director of the Party;

"Deputy Party Agent" means any person appointed to perform the duties of Deputy Party Agent so as to fulfil the requirements and obligations of the Commonwealth Electoral Act 1918;

"Financial Year" means the period commencing on 1st day of July and ending on the next 30th day of June and the "First Financial Year" shall be the period commencing on the day the Party is registered and ending on the next 30th day of June;

"Jurisdiction" means the Commonwealth of Australia its State and Territories:

"Members" means the Members of the Party including both Ordinary and Life Members;

"National Council" means the Board of Directors of the Party;

"Officer" means an officer of the Party as defined in the Act;

- "Party" means the Party named on the first page;
- "Related Party" shall have the same meaning as in the Corporations Act;
- "Resolution" means a resolution other than a Special Resolution;
- "Returning Officer" means any person appointed as such by the National Council;
- "Parliamentary Candidates" means persons nominated in accordance with Part 33 of this Constitution.
- "Party Agent" means any person appointed to perform the duties of Party Agent so as to fulfil the requirements and obligations of the Commonwealth Electoral Act 1918;
- "Party Meeting" means an Annual, Special, Extraordinary, or General Meeting of the Members.
- "Party Secretary" means any person appointed to perform the duties of Party Secretary;
- "Rules" means the provisions of this Constitution;
- "Seal" means the common seal of the Party;
- "Special Resolution" means a Resolution carried by not less than 75% of the Members entitled to vote on the Resolution in accordance with this Constitution:
- "State" means a State of the Commonwealth of Australia and includes the Northern Territory and Australian Capital Territory;
- "Register of Members" means the register of Members required pursuant to section 169 of the Act; and
- "Territory" means the Australian Capital Territory and Northern Territory.

2. Interpretation

- 2.1 The headings have been inserted for convenience only and do not form part of this Constitution or affect its interpretation.
- 2.2 A reference in this Constitution to the Act or any other statute or any provision or section thereof shall be read (unless otherwise provided in this Constitution) as though the words 'including any statutory amendment or modification thereof and any statutory provision substituted thereof, re-enactment or replacement thereof and all rules, clauses, by-laws and instruments or other documents made pursuant thereto' be added to that reference.
- 2.3 Words importing the singular include the plural number and vice versa and words importing any gender include the other genders.

- 2.4 Expressions indicating natural persons also refer to bodies corporate trusts and unincorporated associations and vice versa, as the context requires.
- 2.5 Reference to a clause or part of a clause is a reference to a clause or part of a clause of this Constitution.
- 2.6 Terms such as 'herein', 'hereby', 'hereunder; and 'hereof' refer to this Constitution as a whole and not to the clause or part of a clause in which those terms appear.
- 2.7 References to any Constitution or other instrument are to that Constitution or other instrument as it may from time to time be amended or extended in accordance with its terms.
- 2.8 All monetary amounts are expressed in Australian Dollars.
- 2.9 The Constitution is subject to the Act and where there is any inconsistency between a clause of this Constitution and the Act, the Act shall prevail to the extent of the inconsistency.
- 2.10 Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

3. Adopting this Constitution

- 3.1 This Constitution for the governance of the Party is to become operative by virtue of Section 136 (1)(a) of the Act.
- 3.2 This Constitution shall have effect as a contract between:
 - 3.2.1 the Party and each Member, and
 - 3.2.2 the Party and each Director and Party Secretary, and
 - 3.2.3 a Member and each other Member,

under which each person agrees to observe and perform the Constitution as it applies to that person.

- 3.3 The replaceable rules contained in the Act, to the extent permitted by the Act, shall not apply to the Party.
- 3.4 Subject to the Act and notwithstanding any provision of this Constitution, no action shall be taken to effect any change or remove any person from any office under any of the following clauses of this Constitution within a period of five (5) years from the date of adoption of this Constitution except by unanimous vote of all Members of the Party at an Extraordinary General Meeting:
 - 3.4.1 clause 5.1:
 - 3.4.2 clause 6.4:

- 3.4.3 clause 7.1;
- 3.4.4 clause 11.1, and
- 3.4.5 clause 20.1.3

4. Legal Capacity

The Party has the legal capacity of an individual with all the consequential powers as conferred by section 124 of the Act for the sole purpose of doing all such things as are necessary, incidental or conducive to the attainment of the Party's objectives from time to time as stated in this Constitution.

5. Amending the Constitution

- 5.1 Subject to the Act this Constitution may only be amended, repealed or added to by Special Resolution at a General Meeting of which not more than twenty-eight (28) days and not less than seven (7) days written notice including notice of the proposed new rule or amendment has been distributed to all Members, provided that:
 - 5.1.1 no amendment shall contravene the Act or any other legislation; and
 - 5.1.2 a Member shall not be bound by an amendment to the Constitution made after the date on which that person became a Member if that amendment requires the Member to take up additional financial liability or otherwise pay money to the Party.

6. Financial Structure of Party

6.1 The liability of Members is limited. Each Member of the Party undertakes to contribute to the assets of the Party in the event of its being wound up whilst he is a Member or within one year after he ceases to be a Member for the payment of the debts and liabilities of the Party contracted before he ceases to be a Member and of the costs charges and expenses of winding up and for adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding \$10.

6.2 The Party:

- 6.2.1 The income, property, profits and financial surplus of the Party, whenever derived, must be applied solely towards the promotions of the objectives of the Party as set out in this Constitution.
- 6.2.2 The Party is a non-profit organisation and shall not carry on business for the purpose of profit or gain to its individual Members and no portion of its income, property, profits and financial surplus may be paid, distributed to or transferred, directly, indirectly, by way of dividend, property, bonus or otherwise by way of profit, to the Members, National Council, Directors or their relatives, except as provided by this Constitution.

6.3 Nothing in this Constitution prevents:

- 6.3.1 the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Party, or to any Member or Director of the Party for goods supplied in the ordinary and usual way of business;
- 6.3.2 the payment of interest at a rate not exceeding interest at a rate for the time being charged by the Party's bankers for overdrawn accounts on money borrowed from a Member; or
- 6.3.3 reasonable and proper rent for premises demised or let by any Member to the Party.
- 6.4 Subject to the Act the Party may only be dissolved by a Special Resolution at a General Meeting of which not more than twenty-eight (28) days and not less than seven (7) days written notice has been distributed to all Members. Dissolution is effective within thirty (30) days of the Special Resolution.
- Where property remains after the winding-up or dissolution of the Party and satisfaction of its debts and liabilities, it may not be paid to nor distributed among the Members of the Party but must be given to or transferred to another fund, authority or institution having objectives similar to the objectives of the Party, and whose Constitution prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Party under or by virtue of this Constitution, which fund, authority or institution is to be determined by the Members of the Party at or before the time of the dissolution.

7. Name and Objectives of the Party

- 7.1 The name of the Party is "The Wikileaks Party" which, subject to a Special Resolution at a General Meeting and the Act, may be changed.
- 7.2. The objectives of the Party shall be:
 - 7.2.1 to do all that is necessary to secure, develop and protect human rights and freedoms:
 - 7.2.2 to promote that truthful, accurate factual information and providing truthful, accurate factual information are the foundations of life and democracy;
 - 7.2.3 transparency of governmental action, policy and information;
 - 7.2.4 transparency of corporations' and non-government organisations' actions, information and policies;
 - 7.2.5 ensuring that governments, corporations, entities, associations, trade unions and the persons associated with such bodies such as politicians and corporate executives are held accountable for their policies and actions;
 - 7.2.6 recognition of the importance of and need for equality between the generations;

- 7.2.7 support and seek the right to self determination for the Torres Strait Islander Peoples and the Aboriginal Peoples of Australia;
- 7.2.8 seeking the election to Local Governments, State, Territory and Federal Parliaments of Members committed to the objectives of the Party;
- 7.2.9 to be an eligible political party within the meaning of the applicable Commonwealth and State legislation for the purposes of nominating or endorsing a candidate for election to the Australian Federal or State Parliaments so as to advance the objectives of the Party;
- 7.2.10 to select, nominate and promote candidates for election to Local Government, State, Territory and Federal Parliaments and/or appoint to other political or public office such persons who support and promote, and for the sole purpose of supporting and promoting all the Party's objectives;
- 7.2.11 to raise funds for the Party through fundraising, trading or any other means subject to the applicable State, Territory or Federal Electoral Act, and
- 7.2.12 to do all such other things as may be considered desirable for the lawful and proper attainment of these objectives.
- 7.3 With the exception of clauses 7.2.8, 7.2.9, 7.2.10, 7.2.11 and 7.2.12, the objectives of the Party may be amended, repealed or added to from time to time by the National Council at a National Council meeting provided that a Quorum is present.

8. **Powers of Party**

- 8.1 For the purpose of carrying out its objectives as stated from time to time in this Constitution the Party has the power to do all such things as are necessary, incidental or conducive to the attainment of those objectives and for that purpose and not otherwise (subject to this Constitution, a Special Resolution of the Members or the Act), the Party may under the management and control of the National Council, exercise all of the powers set out in the Act or any other legislation as being invested in or exercisable by a public company limited by guarantee.
- 8.2 Including but not limited to the following the Party has the power:
 - 8.2.1 to deal with other bodies and as such to:
 - 8.2.1.1 subscribe to, become a Member of and co-operate with or amalgamate with any other company, club, association or organisation, whether incorporated or not, whose objectives are altogether or in part similar to those of the Party;
 - 8.2.1.2 purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, clubs, associations or organisations with which the Party is authorised to amalgamate; and

- 8.2.1.3 transfer all or any part of the property, assets, liabilities and engagements of the Party to any one or more of the companies, clubs, associations or organisations with which the Party is authorised to amalgamate, but the Party may only subscribe to and support with its funds or amalgamate with any company, club, association or organisation which prohibits the distribution of its income and property amongst its Members to an extent at least as great as that imposed on the Party under or by virtue of this Constitution.
- 8.2.2 to co-ordinate, initiate and undertake efforts for the raising of funds for its objectives, including without limitation to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the Party by way of donations, sponsorships, annual subscriptions, levies or otherwise;
- 8.2.3 in furtherance of the objectives of the Party to buy, sell and deal in all kinds of commodities and provisions, both liquid and solid, for or to the Members or persons entering, visiting or using the Party's premises;
- 8.2.4 to fairly impose and collect Membership fees and affiliation fees from Members and fees from Members and other persons for use of the Party 's premises, property and assets and for entering or visiting the Party 's premises;
- 8.2.5 to appoint such staff, paid administrators and professional advisers as may be appropriate from time to time;
- 8.2.6 to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other person as may be necessary or convenient for the purposes of the Party;
- 8.2.7 to remunerate any person or body corporate for services rendered or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Party or promotion of the Party or in furtherance of its objectives;
- 8.2.8 to promote and hold either alone or together with any other entity, club, association or organisation meetings and displays and, without limitation, take any action considered necessary to further the objectives and be in the interests of the Party;
- 8.2.9 to make regulations and by-laws for the better carrying out of its objectives and to equitably enforce such regulations and by-laws;
- 8.2.10 to suspend, terminate, disqualify or otherwise cause to be dealt with any Member who has committed a breach of the Constitution of the Party, or of any of its rules and by-laws or has acted in a manner considered to be unfair, unbecoming or contrary to the interests ideals or objectives of the Party;

- 8.2.11 to form Sub-Committees or organisational sections or units to assist in the execution of its objectives;
- 8.2.12 to purchase, take on lease, or in exchange, hire and otherwise acquire any land, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objectives of the Party;
- 8.2.13 where the Party takes or holds any property subject to a trust, to only deal with it in such manner as is allowed by law having regard to the trust;
- 8.2.14 to enter into any arrangements with any government or authority that may be incidental or conducive to the attainment of the objectives and any rights, privileges and concessions which the Party may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 8.2.15 to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may advance the Party's interests and to contribute to subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control of them;
- 8.2.16 to invest and deal with the money of the Party not immediately required in such manner as the Party thinks fit;
- 8.2.17 to take or otherwise acquire and hold guarantee, debentures or other securities of any company or body corporate;
- 8.2.18 to lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate and otherwise to assist any person or body corporate in furtherance of the objectives of the Party;
- 8.2.19 to borrow or raise money either alone or jointly with any other person or legal entity in such manner as the Party thinks fit and to secure in any way the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Party and in particular by the issue of debenture perpetual or otherwise charged upon all or any of the Party 's property (both present and future), and to purchase, redeem and pay off such securities:
- 8.2.20 to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments:

- 8.2.21 to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Party in furtherance of the objectives of the Party;
- 8.2.22 to take or hold mortgages, lien or charges, and to secure payment of the purchase price, or any unpaid balance of the purchase price of any kind of the Party 's property of whatever kind sold by the Party or any money due to the Party from purchasers and others;
- 8.2.23 to take any gift of property whether subject to any special trust or not, for any one or more of the objectives of the Party;
- 8.2.24 to insure against all risks, liabilities and eventualities as may seem advisable and to apply the proceeds of any claim under any insurance in such manner and for such purpose or purposes as may be thought fit;
- 8.2.25 to print and publish, or to endorse the printing and publishing of, any articles, releases, newspapers, periodicals, books or leaflets that the Party may think desirable for the promotion of its objectives, and
- 8.2.26 to do all such things as are incidental and conducive to the attainment of the objectives and the exercise of the powers of the Party.

9. National Council-Directors-Office Bearers

- 9.1 The first National Council of the Party shall be comprised of such persons as hold the office of Director at the date immediately following incorporation. The first National Council shall be the first Directors of the company and shall hold office until the first Annual General Meeting after the next Federal election succeeding the 2013 Federal election, at which time a vote to elect the National Council by Party Members shall take place. Directorship of the National Council prior to the aforementioned meeting will be by unanimous invitation of the sitting National Council Directors.
- 9.2 Subject to clause 9.1, after the next Federal election succeeding the 2013 Federal election the National Council shall be elected wholly by Party Members in accordance with this Constitution at an Annual General Meeting.
- 9.3 Subject to clause 9.1, the National Council will initially comprise five (5) Directors. Unless and until otherwise determined by a Special Resolution of the Members at an Annual General Meeting, the Council shall consist of not more than thirteen (13) and not less than five (5) Directors. In addition to the thirteen (13) National Council Directors, up to two (2) persons filling the unelected positions of Chief Executive Officer and Chief Financial Officer may be invited by the President to attend National Council Meetings but will not be entitled to vote at such National Council Meetings. A person shall not be qualified to be appointed or elected as a National Council Director unless that person is a Member of the Party.
- 9.4 A Director of the National Council will attend all meetings of the Party and National Council.

- 9.5 The Members in a Party Meeting may by resolution increase or reduce the number of Directors in the National Council but the number may not be reduced below five (5).
- 9.6 Subject to clause 9.1, the term of office of Directors and Office Bearers of the National Council shall be one (1) year.
- 9.7 Subject to clause 9.1, at each Annual General Meeting the National Council Directors and Office Bearers shall retire from the National Council but shall be eligible for reappointment.
- 9.8 Upon ceasing to be a National Council Director a person shall automatically cease to hold any position as an Office Bearer of the Party.
- 9.9 The Office Bearers of the Party shall be the President (also referred to as "Chairman"), Deputy President (also referred to as "Deputy Chairman"), Party Secretary and Treasurer ("the Office Bearers").
- 9.10 The Office Bearers of the Party shall consist of Directors of the National Council nominated and elected by sitting Directors of the National Council at a National Council meeting. The National Council may vest in the Office Bearers those powers, duties and authorities as it from time to time determines. Vacancies unfilled or arising in the Office Bearers may be filled by the National Council appointing other Directors to those vacant positions for the unexpired remainder of the term. The National Council may at any time in its absolute discretion by majority vote remove and replace those persons acting as Office Bearers from their Office Bearer position.
- 9.11 The President, Deputy President, Party Secretary and Treasurer elected in accordance with this Constitution will hold such office until such time as they retire, resign, or are otherwise replaced by the National Council or the Members at a Party Meeting.
- 9.12 No Director or Office Bearer will receive any remuneration for his or her services as a Director or Office Bearer.
- 9.13 No Director will be entitled to appoint an alternate Director.
- 9.14 The National Council shall from time to time appoint an official Party Agent, Deputy Party Agent and/or such other Officer as may from time to time be required so as to comply with statutory or regulatory provisions applying to political parties in Australia.

10. National Council Election Procedures

- 10.1 Subject to clause 9.1, at least three (3) months prior to the Annual General Meeting, the Council must appoint a Returning Officer for the upcoming National Council elections. The Returning Officer must be approved by the National Council and shall not be a Party Member or employee.
- 10.2 If at any time the appointed Returning Officer becomes unable or unwilling to act, then the National Council must appoint a replacement as soon as possible.

- 10.3 The Council must supply the Returning Officer with a copy of this Constitution and comply with all reasonable directions given by the Returning Officer in connection with the preparation for or conduct of elections in accordance with this Constitution and the Act.
- 10.4 The Returning Officer is not liable in connection with anything done concerning elections or the preparation for elections, except to the extent that the Returning Officer has not acted in good faith or been grossly negligent.
- 10.5 As soon as possible after the end of August, the Party Secretary must bring the register of Members up-to-date as at 31 August, including noting Members who as at that date have not paid their requisite Membership fees, and give the Returning Officer access to that register.
- 10.6 At least three (3) months prior to the Annual General Meeting, the Returning Officer must supervise the distribution by the Party to all Members of a nomination request form in connection with the upcoming elections.
- 10.7 Subject to this Constitution, the nomination request form must be in the form determined by the Returning Officer, and call for nominations for the upcoming elections. In addition, it must provide information as to how the elections are to be conducted and how nominations may be made.
- 10.8 The nomination request form must call for nominations for the positions of National Council Director. Only Party Members may be nominated for the position of National Council Director.
- 10.9 The nomination request form must invite candidates to provide any notes relevant to their candidature which they wish to have circulated to Members. The notes must not exceed one hundred (100) words.
- 10.10 The Returning Officer must set a closing date and time for nominations. This date must be at least two (2) weeks after the date of posting the nomination request form to Members, and this date must be clearly stated on the nomination request form.
- 10.11 Nomination request forms may be sent and nominations may be made via the Internet. The Returning Officer may stipulate procedures and conditions as to the manner in which the Internet shall be utilised and may in its absolute discretion disqualify nominations received which it considers do not comply with the procedures and conditions.
- 10.12 Nominations must be made using the nomination request form, must be in writing and, unless delivered by email, signed by the candidate and by the nominator. A candidate may not nominate him/herself.
- 10.13 Nominators must deliver their nomination request forms to the Returning Officer within the nomination period and by post, email, facsimile or hand delivery, to the address stipulated in the nomination request form.

- 10.14 Only nomination forms actually received by the Returning Officer on or before the closing date are valid. Nomination forms that do not reach the Returning Officer in time, whether due to postal delays or any other reason, are invalid.
- 10.15 The Party and the Returning Officer must use reasonable endeavours to keep the facts and details of nominations confidential until the end of the nomination period.
- 10.16 The Returning Officer must use best endeavours to notify the candidate and nominator named in any defective nomination form. The Returning Officer may use such means as the Returning Officer thinks fit to conduct this notification.
- 10.17 If there are not a sufficient number of candidates nominated, the National Council will nominate candidates to fill the remaining vacancy or vacancies with Party Members.
- 10.18 As soon as possible after the closing date for nominations, the Returning Officer must also determine whether there are valid nominations for all the National Council positions required to be filled. In the event there are not sufficient number of nominations to fill the vacancies, then the Returning Officer must advise the Chairman and Party Secretary in writing of the names of the candidates for whom nominations have been received as National Council Director-elect. Prior to the Annual General Meeting the National Council must nominate Party Members to fill the vacancies created by insufficient candidates nominating. At the Annual General Meeting, the Returning Officer must confirm those circumstances, and then the Chairman of the Annual General Meeting must declare those candidates who were nominated, together with those nominated by the National Council, as elected to the National Council (provided always that persons who are not Party Members may not occupy those positions).
- 10.19 Only Members who have paid their requisite Membership fees by 31 August (and are noted as having paid the fees in the register of Members which is provided to the Returning Officer), are eligible to vote in the election(s).
- 10.20 The Returning Officer must supervise the preparation and distribution of ballot papers by the Party to the Members who are eligible to vote in the elections; and set a voting period that remains open for at least two (2) weeks after the date of posting of ballot papers to Members and that ends at least two (2) Business Days before the Annual General Meeting.
- 10.21 In the event that there are more than the required number of candidates duly nominated for the vacant National Council Directorship positions then a postal ballot must be conducted.
- 10.22 The Ballot Papers must state that elections are to be held to fill vacancies of National Council Director positions which have become available in accordance with the Constitution. They must also specify the number of National Council Director positions which are required to be filled and include such other information as the Returning Officer thinks necessary to conduct as efficient elections as possible.

- 10.23 The Returning Officer may adopt any reasonable procedure necessary to enable matching of Members to ballot papers, including requiring naming or signing of envelopes under this Constitution.
- 10.24 The order in which the names of candidates appear on the ballot paper must be decided by lot or lots drawn by the Returning Officer in the presence of at least two (2) National Council Directors. No rank or distinguishing feature is to appear in respect of the candidates on the ballot paper.
- 10.25 The ballot papers must be posted out to all Members, along with the details provided by each candidate with their nomination, at least two (2) weeks and two (2) Business Days before the Annual General Meeting. Those details must be presented in a common format in the same order as the names of the candidates appear on the ballot paper, together with a return addressed envelope in which to post a completed ballot paper or ballot papers back to the Returning Officer. That envelope may be postage pre-paid an envelope in which the ballot papers can be sealed. Members must be instructed to print their name or sign (or both) on the outside of the envelope in which they seal a ballot paper; and clear how to vote instructions.
- 10.26 A ballot may be conducted by distributing instructions and ballot papers via the Internet and votes may be cast using the Internet. The Returning Officer may stipulate procedures and conditions as to the manner in which the Internet shall be utilised and may in its absolute discretion disqualify votes cast which the Returning Officer considers do not comply with those procedures and conditions.
- 10.27 Members must mark the ballot paper by recording their preferences for the candidates with an "X" in the box next to the name of the candidate. A Member may vote for all or less than the number of candidates to be elected.
- 10.28 The election of such number of National Council Directors (taking into account the number of National Council Directors required to retire under this Constitution) as is required to result in the total number of National Council Directors being not more than the number fixed by this Constitution shall be made in descending order by reference to the candidates with the greatest number of votes.
- 10.29 Only valid ballot papers received in the post or by delivery at the nominated address (or, where the Internet is being used, received at the Internet address specified by the Returning Officer) by the close of the voting period specified on the ballot paper, count. An election is not invalidated because particular ballot papers are not received in time. However, the Returning Officer in his or her absolute discretion may by notice in writing to the Party Secretary extend the voting period for up to two days prior to the commencement of the Annual General Meeting in any case where the ballot might otherwise be frustrated or made less effective because of external circumstances.
- 10.30 The Returning Officer in his or her discretion may accept any ballot paper even though the way in which it has been completed or returned is not strictly in accordance with requirements, if in the opinion of the Returning Officer the voting intentions of the Member and the genuineness of the ballot paper are clear on a balance of probabilities.

- 10.31 On receipt of completed ballot papers, the Returning Officer, or such person as the Returning Officer authorises, must immediately lock them in a sealed box provided for that purpose.
- 10.32 Each candidate may, if they wish, by notice in writing to the Returning Officer at least one (1) week prior to the close of the voting period, be present and observe the ballot count or appoint one scrutineer to observe the ballot count on their behalf.
- 10.33 Within a reasonable time after the end of the voting period, the Returning Officer must unlock the ballot box and immediately proceed with the count of the ballot. The Returning Officer may co-opt such assistance (at the expense of the Party) as the Returning Officer reasonably requires in order to count the ballot and may adjourn counting from time to time to such times and places as the Returning Officer reasonably determines.
- 10.34 If there is an equality of votes in the Council Member elections, then the candidates concerned may decide the issue between themselves in such manner as they mutually decide not less than one (1) day before the Annual General Meeting, or failing such decision being notified to the Returning Officer in that time then the successful candidate must be decided by vote of hands by the Members attending the Annual General Meeting.
- 10.35 The Returning Officer must report the result of the ballot or ballots in writing to the Chairman of the Annual General Meeting who must declare the successful candidates elected at the Annual General Meeting.
- 10.36 The Returning Officer must provide the Chairman of the Annual General Meeting with a written report as to the conduct and results of the ballot or ballots, reporting whether or not the ballot or ballots have been duly conducted in accordance with the requirements of this Constitution and if not, providing details of any non-compliance, and reporting on any other matters that the Returning Officer wishes to bring to the attention of the Party.
- 10.37 If so required by motion of a Member at the Annual General Meeting, the Chairman must read that report to the meeting. The Chairman must then hand that report to the immediate past Party Secretary who must produce the report at the first meeting of the new National Council. During the period of two (2) months after the Annual General Meeting, the report may be inspected and/or copied by or on behalf of any candidate, at the office of the immediate past Party Secretary.
- 10.38 Ballot papers must be retained under the control of the Returning Officer for twelve (12) months after the Annual General Meeting during which time they may be inspected by or on behalf of any candidate. Immediately after that period, the Returning Officer must supervise the destruction of the ballot papers.
- 11. Directors Removal, Retirement and Vacancies
- 11.1 Subject to the Act, the Members in a Party Meeting convened on at least thirty (30) days notice may by ordinary Resolution remove any Director and appoint another Member in place of that Director. The person so appointed shall hold office until the

following Annual General Meeting. Before a vote of Members is taken about removing the Director from office, the Director must be given a full and fair opportunity to show cause why he or she should not be removed from office. A Director has no right of appeal against the Members removal from office under this rule.

- 11.2 The office of a Director of the National Council shall become vacant if the Director:
 - 11.2.1 ceases to be a Director of the National Council by virtue of the Act;
 - 11.2.2 becomes bankrupt or makes any arrangement or composition with their creditors generally;
 - 11.2.3 becomes prohibited or disqualified from being a Director of a company under the Act or by any order made under the Act;
 - 11.2.4 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - 11.2.5 resigns from office by notice in writing to the Party Secretary;
 - 11.2.6 is not present at three (3) consecutive meetings of Directors without special leave of absence from the Directors or reasonable excuse. In that event the Directors may declare his or her seat to be vacant and call a Party Meeting to allow the Members to decide on whether he or she should be removed from office:
 - 11.2.7 holds any office of profit under the Party;
 - 11.2.8 is directly or indirectly interested in any contract or proposed contract with the Party and fails to declare the nature of his interest in the manner required by this Constitution and the Act.
- 11.3 A Director of the National Council may resign from the National Council by giving written notice of resignation to the Party Secretary. The resignation takes effect at the time the notice is received by the Party Secretary or if a later time is stated in the notice, the later time.
- 11.4 If a Director vacancy happens on the National Council, the continuing Directors of the National Council may not appoint another person to fill the vacancy until the next Annual General Meeting.
- 11.5 The continuing Directors of the National Council may act despite a casual vacancy on the National Council.
- 11.6 If due to any vacancy in the National Council, the number of Directors falls below the minimum number of Directors required, as prescribed by this Constitution, then the remaining Directors may continue to act for the sole purpose calling a General Meeting of the Members as soon as possible, complying with the National Council election procedures in this Constitution to have candidates nominated and elected to the vacant positions.

12. National Council Role, Power and Entitlements

- 12.1 Subject to this Constitution, any resolution of the Members at a Party Meeting and the Act, the National Council has the control and management of the administration, affairs, business, property and funds of the Party.
- 12.2 The National Council may exercise all the powers of the Party except any powers that the Act or this Constitution requires the Party to exercise in a Party meeting.
- 12.3 A rule made or resolution passed by the Members in a Party Meeting does not invalidate any prior act of the National Council which would have been valid if that rule or resolution had not been made or passed.
- 12.4 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, in such manner and by such persons as the National Council determine.
- 12.5 The National Council may engage all such officers and employees as it may consider necessary and regulate their duties and fix their salaries.
- 12.6 The powers of the Party and the National Council are ancillary to and exercisable only to pursue the objectives of the Party herein.
- 12.7 The National Council may delegate any of its powers to any person or Sub-Committee appointed by the National Council. Any such person or Sub-Committee must exercise the powers delegated to it in accordance with any directions of the National Council.
- 12.8 The President will (unless the President declines to act) be the Chair of all meetings of which he or she is in attendance.
- 12.9 The National Council will cause to be maintained all books of minutes, books of account and other records as may be required by the Act or as determined by the National Council from time to time. The National Council will ensure that all documents that are required to be made available for inspection in accordance with the Act, will be so available.
- 12.10 Branches of the Party may be established in any State or Territory of Australia by Resolution of the National Council and the National Council may determine all matters relating to any such branch office including but not limited to its location and structure.
- 12.11 No information relating to the Party will be kept private, secret or confidential unless required by law or requested by individual Members and employees in respect to their individual information.
- 12.12 The National Council has authority to interpret the meaning of these rules and any matter relating to the Party on which the rules are silent, but any interpretation must have regard to the law.

13. **Declaring Conflicts of Interest**

- 13.1 A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Director must by written notice to the Party Secretary declare the fact and the nature, character and extent of the conflict:
 - 13.1.1 at the National Council's meeting at which the proposed contract or arrangement is first discussed; or
 - 13.1.2 if the interest arises later, at the first National Council's meeting after he or she becomes aware of the interest.
- 13.2 If a Director gains a personal interest in a contract or arrangement which the Party has already entered into, he or she must declare that interest at the first National Council meeting after he or she becomes aware of that interest.
- 13.3 If, because a Director is a Member of a partnership, or a director or Member of another entity, or is in a position to control another entity, he or she will be personally interested in any of the Party's contracts or arrangements with that partnership, company or entity, he or she may give the other National Council a written notice declaring his or her relationship to that partnership, Party or entity and his or her consequent interest in all contracts or arrangements with it. The notice is a sufficient declaration of interest in relation to any future contracts or arrangements with that partnership, company or entity.
- 13.4 If all the other National Council Directors are aware that a Director is a member of a partnership, or a director or member of another company, or is in a position to control another entity, that fact has the same effect as if the Director had given the other National Council written notice under the previous clause at the time all of them as a group first became aware of it.
- 13.5 A Director who has a direct or indirect interest in a contract or proposed contract with the Party (other than as a Member) in a matter that is being considered at a meeting of the National Council:
 - 13.5.1 must not be counted in a Quorum:
 - 13.5.2 must not vote on the matter; and
 - 13.5.3 must not be present while the matter is being considered at the meeting.

14 Sub-Committee

14.1 The National Council may appoint a Sub-Committee of National Council consisting of Members of the Party ("the Sub-Committee"), and delegate any of their powers to it. The National Council may impose any limitations they choose on the Sub-Committee.

- The Sub-Committee must observe those limitations. The Sub-Committee may appoint consultants to assist in its deliberations.
- 14.2 The Sub-Committee must exercise the powers delegated to it in accordance with any directions of National Council. The exercise of the power by the Sub-Committee is as effective as if the National Council had exercised it.
- 14.3 The delegation must be noted in the Party's minuted book or Party Secretary file.
- 14.4 A Member of the Sub-Committee who is not a Director of the National Council is not entitled to vote at a National Council meeting.
- 14.5 A Sub-Committee may elect a Chairperson of its meetings. If a Chairperson is not elected, or if the Chairperson is not present within ten (10) minutes after the time fixed for a meeting, the Members present may choose one (1) of their number to be Chairperson of the meeting.
- 14.6 A Sub-Committee may meet and adjourn as it considers appropriate.
- 14.7 A question arising at a Sub-Committee meeting is to be decided by a majority vote of the Members present at the meeting and, if the votes are equal, the question is decided in the negative.

15. Chief Executive Officer

- 15.1 The National Council may appoint a person to be the Chief Executive Officer on the terms and tenure they consider appropriate. The National Council may delegate to the Chief Executive Officer any of the powers they can exercise. They may also impose any limitations on the exercise of those powers, and may withdraw or alter the powers they have conferred at any time at their sole discretion.
- 15.2 Where the National Council appoint a Chief Executive Officer pursuant to this clause, the Chief Executive Officer shall, subject to the terms of any Constitution entered into in any particular case receive such remuneration (whether by way of salary, commission, or partly in one way and partly in another) as the National Council may determine.
- 15.3 A Chief Executive Officer's appointment immediately terminates upon the occurrence of any of the following events:
 - 15.3.1 he or she resigns; or
 - the National Council end the appointment by written notice, provided that they comply with any Constitution relating to the ending of the appointment; or
 - 15.3.3 the period of the appointment expires.

16. Treasurer

16.1 The Treasurer of the Party must—

- 16.1.1 collect and receive all moneys due to the Party and make all payments authorised by the Party; and
- 16.1.2 keep correct accounts and books showing the financial affairs of the Party with full details of all receipts and expenditure connected with the activities of the Party;
- 16.1.3 ensure that the annual financial statements are forwarded to the National Council;
- 16.1.4 ensure that annual financial statements in compliance with relevant accounting standards and the law and shall be prepared following the end of the Party's financial year;
- 16.1.5 ensure all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are signed by two (2) authorised Directors who are nominated as authorised signatories by the National Council;
- 16.1.6 ensure that any payment in excess of \$1000 is authorised in advance by the National Council:
- 16.1.7 ensure that financial budgets and statements are prepared and shall submit a report on the finances to each National Council meeting;
- 16.1.8 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 National Council.

17. **Party Secretary**

- 17.1 The Party Secretary's functions include but are not limited to ensuring that:
 - 17.1.1 notice of meetings is given in accordance with the provisions of this Constitution and the law. Further calling meetings of the Party, National Council and Sub-Committee's including preparing notices of a meeting and of the business to be conducted at the meetings;
 - 17.1.2 records of the Party are kept including the Constitution and policies, records of Members, a register of minutes of meeting and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Party;
 - 17.1.3 full and accurate minutes of all questions, matters, Resolutions and other proceedings of all National Council, Sub-Committee, Annual General, General and any other Party meetings;
 - 17.1.4 the minutes of each meeting are available for inspection at all reasonable times by any Member who applies to the Party Secretary for the inspection;

- 17.1.5 the minutes of each National Council, Sub-Committee, Annual General, General and any other Party meetings are signed by the Chairperson of the meeting, or the Chairperson of the next meeting pursuant to a resolution of the meeting that adopted the minutes as a true and correct record of the proceedings, verifying their accuracy;
- 17.1.6 copies are kept of all correspondence and other documents relating to the Party.

18. **Meetings of National Council**

- 18.1 The National Council will meet at such times and places as may be determined from time to time by it, but must meet at least four times in every financial year.
- A Director may at any time request the Party Secretary call a Meeting of the National Council. If the Party Secretary receives a written request signed by a Director the Party Secretary must call a Meeting of the National Council by giving each Director of the National Council notice of the meeting within fourteen (14) days after the Party Secretary receives the request. If the Party Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- 18.3 A request for a Meeting of the National Council must state:
 - 18.3.1 why the meeting is called; and
 - 18.3.2 the business to be conducted at the meeting.
- 18.4 A notice of a National Council Meeting must state:
 - 18.4.1 the day, time and place of the meeting; and
 - 18.4.2 the business to be conducted at the meeting.
- 18.5 A Meeting of the National Council must be held within fourteen (14) days after notice of the meeting is given to the Directors of the National Council.
- Not less than fourteen (14) days notice must be given to every Director of the National Council of any meeting specifying the time, place and general nature of the business of such meeting, but where the President considers an emergency exists he or she may take such steps as he or she considers necessary to notify Directors of the National Council of the proposed meeting despite fourteen (14) days notice not having been given.
- 18.7 A Director who is outside Australia is not required to be notified or attend unless he or she gave the Party, in writing, contact details.
- 18.8 Subject to the Act and this Constitution the National Council may run its meetings in any manner it sees fit.

- Any question that arises at a meeting of National Council must be decided by a vote. A decision reached by vote of the Members present is treated as the decision of all the National Council.
- 18.10 No business may be conducted at a National Council meeting unless a Quorum is present.
- 18.11 At National Council meeting, more than half (the closest whole number above that fraction) of the Directors elected to the National Council as at the close of the last Party Meeting of the Members form a Quorum. If there is no Quorum within thirty (30) minutes after the time fixed for a National Council meeting called by the Directors of the National Council the meeting lapses. If there is no Quorum within thirty (30) minutes after the time fixed for a National Council meeting called other than on the request of the Directors of the National Council—
 - 18.11.1 the meeting is to be adjourned for at least one (1) day; and
 - 18.11.2 the Directors who are present are to decide the day, time and place of the adjourned meeting.
- 18.12 If, at an adjourned meeting there is no Quorum within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.
- 18.13 Resolutions and questions arising at a meeting of the National Council, or at a meeting of any Sub-Committee appointed by the National Council, shall be determined on a show of hands or, if a participant requests, by a poll taken in such manner as the person presiding at that meeting may determine. Each Director present at a meeting of the National Council, and Member present at a meeting of any Sub-Committee appointed by the National Council (including the person presiding at the meeting), is entitled to one (1) vote and, in the event of an equality of votes on any resolution or question, the person presiding may exercise a second or casting vote. Resolutions and questions will be determined by a majority vote.
- 18.14 The President of the National Council is the Chairman of all meetings of the National Council.
- 18.15 The Chairman has a casting vote if necessary in addition to any vote he or she has as a Director of the National Council.
- 18.16 At a meeting of the National Council if no President has been elected as provided in this Constitution or the President is not present within thirty (30) minutes after the time appointed for the holding of the meeting or is unable or unwilling to act the Deputy President of the National Council is the Chair of the meeting, but in the event no Deputy President has been elected as provided by this Constitution or the Deputy President is not present within thirty (30) minutes after the time appointed for the holding of the meeting or is unable or unwilling to act the Directors of the National Council present must elect a Director present to Chair the meeting.
- 18.17 The National Council may hold a meeting in person, or by any means provided all parties at the meeting may be heard by one another throughout the meeting whether

orally or in writing. If a meeting is not held in person, each of the following conditions must be met:

- 18.17.1 each Director must have received notice that the meeting was to be held;
- 18.17.2 each present Director must announce at the beginning of the meeting that he or she is present;
- 18.17.3 a Director who ceases to be present at the meeting without obtaining the permission of the Chairperson before the meeting commences will not be regarded as being present for the whole meeting;
- 18.17.4 the National Council must agree on a place where the meeting will be said to have been held, and at least one (1) of the National Council must be at that place throughout the meeting; and
- 18.17.5 if this clause is not observed, the meeting shall be invalid.
- 18.18 The National Council may pass a Resolution in writing without holding a meeting if the following conditions are met:
 - 18.18.1 the Resolution is set out in a document or documents indicating that a majority of National Council are in favour of it; and
 - 18.18.2 all National Council who are entitled to vote on the Resolution sign the document or documents or identical copies of it or them.
- 18.19 The Resolution will be treated as having been passed at a meeting of National Council held on the day and at the time that the last Director signs. Two (2) or more separate documents containing statements in identical terms, each of which signed by one (1) or more National Council Members shall be deemed to constitute one (1) document containing a statement in those terms signed by the National Council.
- 18.20 The National Council must ensure that the minutes of the meeting record each of the following:
 - 18.20.1 the names of all National Council who are present;
 - 18.20.2 the name of the Chairperson of the meeting;
 - 18.20.3 details of the proceedings at the meeting and Resolutions passed at the meeting;
 - 18.20.4 any appointment of an officer; and
 - 18.20.5 interests declared by any Director in accordance with this Constitution.
- 18.21 The minutes of a meeting of National Council must be signed by the Chairperson of the meeting, either at that meeting or at the following meeting.

- 18.22 If the National Council appoints a Chief Executive Officer or Chief Financial Officer, that person has the right to attend all meetings of the National Council, but will not have the right to vote at any such meetings. The rights of the Chief Executive Officer and Chief Financial Officer to speak at meetings of the Board will be determined from time to time by the President provided that the President may not unreasonably prevent the Directors from asking questions of the Chief Executive Officer or Chief Financial Officer at any such meetings. In the event that the Chief Executive Officer or the Chief Financial Officer has a material personal interest in any matter that is being considered at a National Council meeting, then that person must not be present whilst that matter is being considered at that meeting.
- 18.23 All acts performed or matters resolved by any National Council meeting or by any person acting as a Director will be valid as if that person was validly appointed, notwithstanding the subsequent discovery of some defect in the appointment of such person.

19. First Annual General Meeting

- 19.1 A General Meeting, to be called the Annual General Meeting will be convened at least once in every calendar year.
- 19.2 The First Annual General Meeting must be held within six (6) months after the end date of the Party's first reportable financial year.
- 19.3 Each subsequent Annual General Meeting must be held at least once each year and within six (6) months after the end date of the Party's reportable financial year.

20. Annual General Meetings

- 20.1 The following business must be conducted at each Annual General Meeting of the Party:
 - 20.1.1 receiving the Party's financial statements, and audit report, for the last reportable financial year;
 - 20.1.2 presenting the financial statements and audit report to the meeting for adoption;
 - 20.1.3 electing Members of the National Council; and
 - 20.1.4 appointing an Auditor or an accountant for the present financial year and fixing its remuneration.
- 20.2 The Annual General Meeting may conduct any other business of which notice has been given in accordance with this Constitution or is required to be transacted by the Act.

- 20.3 The Chairperson of the Annual General Meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Party.
- 20.4 The Chairperson of an Annual General Meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask the Auditor or that representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's report.

21. General Meetings of Members

- 21.1 The National Council may call a General Meeting whenever it sees fit and:
 - 21.1.1 may convene an Extraordinary General Meeting at any time; and
 - 21.1.2 must, on the request of 5% of the voting Members, or ten (10) Members (whichever is the fewer) convene an Extraordinary General Meeting of Members to be held in accordance with the provisions of the Act but, in any case, not later than two (2) months after the receipt by the Party of the request.
- 21.2 The request for an Extraordinary General Meeting must state the objectives of the meeting, be signed by the Members requesting the meeting and deposited at the registered office of the Party and may consist of several documents in like form each signed by one or more the relevant Members.
- 21.3 Subject to the provisions of the Act as to short notice, at least twenty-one (21) days notice of a General Meeting must be given in writing to those persons who are entitled to receive notices from the Party.
- 21.4 Written notice of a meeting of the Party's Members must be given to each Member entitled to vote at the meeting, each Director of the National Council and the Party's Auditor.
- 21.5 The Party may give the notice of meeting to a Member:
 - 21.5.1 personally;
 - 21.5.2 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;
 - 21.5.3 by sending it to the electronic address (if any) nominated by the Member;
 - 21.5.4 by sending it by other electronic means (if any) nominated by the Member; or
 - 21.5.5 by notifying the Member in accordance with the following:
 - 21.5.5.1 In the event that the Member nominates:

- 21.5.5.1 (a) an electronic means ("designated notice means") by which the Member may be notified that notices of meeting are available; and
- 21.5.5.1 (b) an electronic means ("designated access means") the Member may use to access notices of meeting;
- 21.5.5.1 (c) the Party may give the Member notice of the meeting by notifying the Member (using the designated notice means);
- 21.5.5.1 (d) that the notice of meeting is available; and
- 21.5.5.1 (e) how the Member may use the designated access means to access the notice of meeting.
- 21.6 A notice of meeting sent by post is taken to be given five (5) days after it is posted.
- 21.7 Except as otherwise provided herein, a notice of meeting given to a Member is taken to be given on the Business Day after it is sent.
- 21.8 A notice of meeting given to a Member is not effective if in the case of service by electronic mail, the Party's computer reports that delivery has failed or in either case the addressee notifies the Party immediately that the notice was not fully received in a legible form.
- 21.9 Subject to the Act and this Constitution where a specified number of days notice or notice extending over any period is required to be given, the day of service is excluded, and the day upon which the notice expires is included.
- 21.10 A notice of a General Meeting must:
 - 21.10.1 set out the place, date and time for the meeting (and, if the meeting is to be held in two (2) or more places, the technology that will be used);
 - 21.10.2 state the general nature of the meeting's business;
 - 21.10.3 if a Special Resolution is to be proposed at the meeting, set out an intention to propose the Special Resolution and state the resolution;
 - 21.10.4 be worded and presented in a clear, concise and effective manner; and
 - 21.10.5 contain a statement setting out the following information:
 - 21.10.5.1 that the Member has a right to appoint a proxy; and

- 21.11 Any General Meeting will be deemed not to be duly convened if the National Council or the Members requesting the meeting fail to give notice of any General Meeting in accordance with this Constitution.
- 21.12 When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting must be given as in the case of an original meeting, except that it will not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.
- 21.13 The President of the National Council, if present, presides as Chair at every General Meeting. Where a General Meeting is held and there is no President of the National Council or the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy President of the National Council if present presides as Chair of the meeting or, if the Deputy President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present may appoint any one of their number to be Chair of the meeting.
- 21.14 No business shall be transacted at any General Meeting unless a Quorum of Members is present at the time when the meeting proceeds to business.
- 21.15 A Quorum constitutes 10% in number of current Members or the closest number above that percentage present in person or by duly appointed proxy, attorney or representative provided that at least three (3) Directors of the National Council are in attendance.
- 21.16 If a Quorum is not present within thirty (30) minutes after the specified time for the meeting where the meeting was called by the Members or upon the requisition of Members, the meeting is dissolved or in any other case, the meeting is adjourned to the date, time and place the National Council specifies. If the National Council does not specify one (1) or more of those things, the meeting is adjourned to if the date is not specified the same day in the next week, if the time is not specified the same time, and if the place is not specified the same place. If no Quorum is present at the resumed meeting within thirty (30) minutes after the time for the meeting, the voting Members present will constitute a Quorum.
- 21.17 The Chair may with the consent of any meeting at which a Quorum is present, and must if so directed by the meeting, adjourn the meeting.
- 21.18 Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- 21.19 A Member is not entitled to vote at a General Meeting if the annual subscription of the Member is more than two (2) months in arrears at the date of the meeting or the postponed or adjourned meeting.

- 21.20 At any General Meeting of Members, each Member present has one (1) vote on a show of hands and on a poll. The vote may be exercised in person or by proxy or attorney.
- 21.21 A Resolution put to the vote at a meeting of the Party's Members must be decided on a show of hands unless a poll is demanded. On a show of hands, a declaration by the Chair is conclusive evidence of the result. A poll may be demanded on any Resolution. A demand for a poll may be withdrawn.
- 21.22 Unless otherwise required by this Constitution or the Act, all resolutions of the Party are ordinary Resolutions which are resolutions passed by more than 50% of the votes cast by Members entitled to vote on the resolutions.
- 21.23 At a meeting of the Party's Members, a poll may be demanded by a Member entitled to vote on the resolution or the Chair.
- 21.24 The poll may be demanded:
 - 21.24.1 before a vote is taken;
 - 21.24.2 before the voting results on a show of hands are declared; or
 - 21.24.3 immediately after the voting results on a show of hands are declared.
- 21.25 A poll on the election of a Chair or on the question of an adjournment must be taken immediately. A poll demanded on a matter other than the election of a Chair or the question of an adjournment must be taken when and in the manner the Chair directs.
- 21.26 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 21.27 The result of the poll is the resolution of the meeting at which the poll was demanded.
- 21.28 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting has a casting vote in addition to any vote he or she may have in his or her capacity as a Member or proxy. The Chair has a discretion both as to use of the casting vote and as to the way in which it is used.
- 21.29 A challenge to a right to vote at a meeting of Members may only be made at the meeting; and must be determined by the Chair, whose decision is final. A vote not disallowed following the challenge is valid for all purposes.
- 21.30 This clause applies to resolutions which the Act, or this Constitution, requires or permits to be passed at a General Meeting, except a resolution under section 329 of the Act to remove an Auditor. The Party may pass a resolution without a General Meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the

document. Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Member sign

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- 22.1 A Member who is entitled to vote at a Party Meeting may appoint any person as a proxy to represent, and to vote for, the Member at a meeting. The proxy has the same rights at the meeting as the Member would have had, except to the extent that the document appointing the proxy limits them.
- 22.2 The document appointing a proxy must:
 - 22.2.1 state the Members name and address:
 - 22.2.2 state the Members name;
 - 22.2.3 state the proxy name; and
 - 22.2.4 be signed by the Member and his or her authorised proxy.
- 22.3 If a Member wants to direct how the Member's proxy is to vote on a particular Resolution, the document appointing the proxy must be in the following form or as close as the circumstances allow.
- 22.4 A proxy appointed to attend and vote for a Member has the same rights as the Member:
 - 22.4.1 to speak at the meeting;
 - 22.4.2 to vote but only to the extent permitted by the appointment, and
 - 22.4.3 to join in a demand for a poll.
- 22.5 Form of Proxy:

/We,	
of	
being a *Member/*Members of the above named Party , hereby appoint	
of	
n his/her absence of	
to vote for *me/*us on *my/*our behalf at the (Annual or Extraordinary, as the case note) General Meeting of the Party to be held on the day of	•
this form is to be used *in favour of/against the Resolution.	

Signed this day of 20

*Strike out whichever is not desired (Unless otherwise instructed, the proxy may vote as he or she thinks fit)

- A document appointing a proxy (and any power of attorney under which it is signed, or a certified copy of that power) must be received by the Party at least forty-eight (48) hours before the time of the meeting, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll. If the document is not received on time, the proxy cannot vote at the meeting.
- 22.7 A document appointing a proxy is deemed to be received when it is received at any of the following:
 - 22.7.1 the Party 's registered office; or
 - 22.7.2 a fax number at the Party 's registered office; or
 - 22.7.3 a place, fax number or electronic address specified for the purpose in the notice of the meeting.
- A vote made under a proxy is not made invalid by and of the following facts unless the Party receives written notice of the fact before the commencement of the meeting:
 - 22.8.1 the Member has died; or
 - 22.8.2 the Member has become mentally unfit to vote; or
 - 22.8.3 the proxy or power has been revoked.

23. Minutes

- 23.1 The National Council must ensure that the minutes of a General Meeting of Members record the following:
 - 23.1.1 the names of all National Council who are present;
 - 23.1.2 the name of the Chairperson;
 - 23.1.3 the names of all Members who are present;
 - 23.1.4 details of the proceedings at the meeting and Resolutions passed at the meetings, and
 - 23.1.5 any appointment of an officeholder, Office Bearer or Parliamentary Candidate.
- The minutes of a General Meeting must be signed by the Chairperson of the meeting, either at that meeting or at the following meeting.

- 23.3 The Party Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Annual, Special and General Meeting are entered in a minute book.
- 23.4 To ensure the accuracy of the minutes:
 - 23.4.1 the minutes of each General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next General Meeting, verifying their accuracy; and
 - 23.4.2 the minutes of each Annual General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next meeting of the Party that is a General Meeting or Annual General Meeting, verifying their accuracy.
- 23.5 If asked by a Member of the Party, the Party Secretary must, within twenty-eight (28) days after the request is made:
 - 23.5.1 make the minute book for a particular General Meeting available for inspection by the Member at a mutually agreed time and place; and
 - 23.5.2 give the Member copies of the minutes of the meeting.
- 23.6 The Party may require the Member to pay the reasonable costs of providing copies of the minutes.

24. Members

- 24.1 The National Council may from time to time in its absolute discretion admit to Ordinary Membership of the Party any person who is more than eighteen (18) years of age, an Australian citizen, enrolled with the Electoral Commission Federal and State, and who is not a member of another party and who agrees not to join another political party whilst a member of The Wikileaks Party.
- 24.2 The National Council shall fix the entrance fee (if any) and the subscription payable by an applicant for Ordinary and Life Membership. The National Council may not deal with any application for Ordinary Membership unless the entrance fee and subscription payable in respect of the application has been received by the Party.
- 24.3 Notwithstanding any provision of this Constitution, the National Council may in its absolute discretion admit or reject any applicant for Ordinary Membership without the necessity of assigning any reason therefore. If the applicant is not admitted to Ordinary Membership in due course, all monies paid by him or her to the Party must be returned forthwith in full.
- 24.4 The National Council may nominate for Life Membership any Member who, in the opinion of the National Council, is regarded worthy of Life Membership by reason of their outstanding and meritorious service to the Party.

- A Life Member shall be admitted, on recommendation of the National Council, if that recommendation is approved by 75% of Members present and entitled to vote at an Annual General Meeting of the Party.
- 24.6 A Life Member is entitled for life, unless he or she ceases to be a Member (or any reason), to all the privileges of Membership without the payment of any further subscriptions.

25. Voting Rights of Members

- 25.1 The entitlement of Members to vote on a show of hands and on a poll is as follows:
 - 25.1.1 Each Ordinary Member has the right to one vote;
 - 25.1.2 Each Life Member has the right to one vote.
- 25.2 Additional classes of Members, if recommended by the National Council, may be created from time to time by the Members in General Meeting.
- 25.3 The maximum number of Members is unlimited.

26. **New Membership**

An application for Membership must be in writing and in the form decided by the National Council.

27. Membership fees

- 27.1 The Membership fee for each ordinary Membership and for each other class of Membership (if any):
 - 27.1.1 is the amount decided by the Members at a General Meeting; and
 - 27.1.2 is payable when, and in the way, the National Council decides.

28. Admission and rejection of new Members

- 28.1 The National Council must consider an application for Membership at the next committee meeting held after it receives:
 - 28.1.1 the application for Membership; and
 - 28.1.2 the appropriate Membership fee for the application.
- 28.2 The National Council must decide at the meeting whether to accept or reject the application.
- 28.3 If a majority of the Members of the National Council present at the meeting vote to accept the applicant as a Member, the applicant must be accepted as a Member for the class of Membership applied for.

28.4 The Party Secretary must, as soon as practicable after the National Council decides to accept or reject an application, give the applicant a written notice of the decision.

29. When Membership Ends

- 29.1 A Member may resign from the Party by giving a written notice of resignation to the Party Secretary.
- 29.2 The resignation takes effect at:
 - 29.2.1 the time the notice is received by the Party Secretary; or
 - 29.2.2 if a later time is stated in the notice—the later time.
- 29.3 The National Council may terminate a Member's Membership if the Member—
 - 29.3.1 does not comply with any of the provisions of these rules; or
 - 29.3.2 has Membership fees in arrears for at least two (2) months; or
 - 29.3.3 conducts himself or herself in a way considered to be injurious or prejudicial to the character, reputation or interests of the Party.
- 29.4 Before the National Council terminates a Member's Membership, the National Council must give the Member a full and fair opportunity to show why the Membership should not be terminated.
- 29.5 If, after considering all representations made by the Member, the National Council decides to terminate the Membership, the Party Secretary must give the Member a written notice of the decision.

30. Appeal against rejection or termination of Membership

- 30.1 A person whose application for Membership has been rejected, or whose Membership has been terminated, may give the Party Secretary written notice of the person's intention to appeal against the decision.
- 30.2 A notice of intention to appeal must be given to the Party Secretary within one (1) month after the person receives written notice of the decision.
- 30.3 If the Party Secretary receives a notice of intention to appeal, the Party Secretary must, within one (1) month after receiving the notice, call a General Meeting to decide the appeal.

31. General Meeting to decide Appeal

31.1 The General Meeting to decide an appeal must be held within three (3) months after the Party Secretary receives the notice of intention to appeal.

- At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the Membership should not be terminated.
- 31.3 Also, the National Council or the Members of the committee who rejected the application or terminated the Membership must be given a full and fair opportunity to show why the application should be rejected or the Membership should be terminated.
- An appeal must be decided by a vote of 75% of the Members present and eligible to vote at the meeting.
- 31.5 If a person whose application for Membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Party Secretary must, as soon as practicable, refund the Membership fee paid by the person.

32. Register of Members

- 32.1 The National Council must keep a register of Members of the Party.
- 32.2 The register must include the following particulars for each Member—
 - 32.2.1 the full name of the Member:
 - 32.2.2 the postal or residential address of the Member;
 - 32.2.3 the date of admission as a Member;
 - 32.2.4 the date of death or time of resignation of the Member;
 - 32.2.5 details about the termination or reinstatement of Membership;
 - 32.2.6 any other particulars the National Council or the Members at a General Meeting decide.
- 32.3 The register must be open for inspection by Members of the Party at all reasonable
- 32.4 A Member must contact the Party Secretary to arrange an inspection of the register.
- 32.5 The National Council may, on the application of a Member of the Party, withhold information about the Member (other than the Members full name) from the register available for inspection if the National Council has reasonable grounds for believing the disclosure of the information would put the Member at personal disadvantage.
- 32.6 A Member of the Party must not:
 - 32.6.1 use information obtained from the register of Members of the Party to contact, or send material to, another Member of the Party for a commercial purpose; or

- 32.6.2 disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another Member of the Party for commercial purposes.
- 32.6.3 this Rule does not apply if the use or disclosure of the information is approved by the Party.

33. Selection of Parliamentary Candidates for Federal, State, Territory and Local Government Elections

- 33.1 Selection of all candidates for any Local, State or Federal Government elections before 31 December 2017 shall be at the absolute discretion of the National Council. No Candidate Election General Meeting is required to select these candidates.
- 33.2 Subject to clause 33.1, at least three (3) months prior to a General Meeting called for the purpose of electing candidates to the Federal, State or Territory Parliaments or Local Government office ("Candidate Election General Meeting"), the National Council must appoint a Returning Officer for the upcoming Candidate Election General Meeting. The Returning Officer must be approved by the National Council and shall not be a Party Member or employee.
- 33.3 If at any time the appointed Returning Officer becomes unable or unwilling to act, then the National Council must appoint a replacement as soon as possible.
- 33.4 The National Council must supply the Returning Officer with a copy of this Constitution and comply with all reasonable directions given by the Returning Officer in connection with the preparation for or conduct of elections in accordance with this Constitution and the Act.
- 33.5 The Returning Officer is not liable in connection with anything done concerning elections or the preparation for elections, except to the extent that the Returning Officer has not acted in good faith or been grossly negligent.
- As soon as possible after the end of August, the Party Secretary must bring the register of Members completely up-to-date as at 31 August, including noting Members who as at that date have not paid their requisite Membership fees, and give the Returning Officer access to that register.
- 33.7 At least two (2) months prior to the Candidate Election General Meeting, the Returning Officer must supervise the distribution by the Party to all Members of a nomination request form in connection with the upcoming elections.
- 33.8 Subject to this Constitution, the nomination request form must be in the form determined by the Returning Officer, and call for nominations for the upcoming elections. In addition, it must provide information as to how the elections are to be conducted and how nominations may be made.

- 33.9 The nomination request form must call for nominations for Parliamentary Candidates.
- 33.10 Only Party Members may be nominated as Parliamentary Candidates.
- 33.11 The nomination request form must invite candidates to provide any notes relevant to their candidature which they wish to have circulated to Members. The notes must not exceed one hundred (100) words.
- 33.12 The Returning Officer must set a closing date and time for nominations. This date must be at least two (2) weeks after the date of posting the nomination request form to Members, and this date must be clearly stated on the nomination request form.
- 33.13 Nomination request forms may be sent and nominations may be made via the Internet. The Returning Officer may stipulate procedures and conditions as to the manner in which the Internet shall be utilised and may in its absolute discretion disqualify nominations received which it considers do not comply with the procedures and conditions.
- 33.14 Nominations must be made using the nomination request form, must be in writing and, unless delivered by email, signed by the candidate and by the nominator. A candidate may not nominate him/herself.
- 33.15 Nominators must deliver their nomination request forms to the Returning Officer within the nomination period and by post, email, facsimile or hand delivery, to the address stipulated in the nomination request form.
- 33.16 Only nomination forms actually received by the Returning Officer within the period are valid. Nomination forms that do not reach the Returning Officer in time, whether due to postal delays or any other reason, are invalid.
- 33.17 The Party and the Returning Officer must use reasonable endeavours to keep the facts and details of nominations confidential until the end of the nomination period.
- 33.18 The Returning Officer must use best endeavours to notify the candidate and nominator named in any defective nomination form. The Returning Officer may use such means as the Returning Officer thinks fit to conduct this notification.
- 33.19 If there are not a sufficient number of candidates nominated, the National Council will nominate candidates to fill the remaining Parliamentary Candidate vacancy or vacancies with Party Members.
- 33.20 As soon as possible after the closing date for nominations, the Returning Officer must also determine whether there are due nominations for all the Parliamentary Candidates positions required to be filled. In the event there are not a sufficient number of nominations to fill the vacancies, then the Returning Officer must advise the Chairman and Party Secretary in writing of the names of the candidates for whom nominations have been received as Parliamentary Candidates. Prior to the Candidate Election

General Meeting the National Council must nominate Party Members to fill the vacancies created by insufficient candidates nominating. At the Candidate Election General Meeting, the Returning Officer must confirm those circumstances, and then the Chairman of the Candidate Election General Meeting must declare those candidates who were nominated together with those nominated by the National Council as elected as Parliamentary Candidates (provided always that persons who are not Party Members may not be elected Parliamentary Candidates).

- 33.21 Only Members who have paid their requisite Membership fees by 31 August (and are noted as having paid the fees in the register of Members which is provided to the Returning Officer), are eligible to vote in the election(s).
- 33.22 The Returning Officer must supervise the preparation and distribution of ballot papers by the Party to the Members who are eligible to vote in the elections; and set a voting period that remains open for at least two (2) weeks after the date of posting of ballot papers to Members and that ends at least two (2) Business Days before the Candidate Election General Meeting.
- 33.23 In the event that there are more than the required number of candidates duly nominated for the Parliamentary Candidates positions then a postal ballot must be conducted.
- 33.24 The Ballot Papers must state that elections are to be held to fill vacancies of Parliamentary Candidate positions which have become available in accordance with the Constitution. They must also include such other information as the Returning Officer thinks necessary to conduct as efficient elections as possible.
- 33.25 The Returning Officer may adopt any reasonable procedure necessary to enable matching of Members to ballot papers, including requiring naming or signing of envelopes under this Constitution.
- 33.26 The order in which the names of candidates appear on the ballot paper must be decided by lot or lots drawn by the Returning Officer in the presence of at least two (2) National Council Directors. No rank or distinguishing feature is to appear in respect of the candidates on the ballot paper.
- 33.27 The ballot papers must be posted out to all Members, along with the details provided by each candidate with their nomination, at least two (2) weeks and two (2) Business Days before the Candidate Election General Meeting. Those details must be presented in a common format in the same order as the names of the candidates appear on the ballot paper, together with a return addressed envelope in which to post a completed ballot paper or ballot papers back to the Returning Officer. That envelope may be postage pre-paid an envelope in which the ballot papers can be sealed. Members must be instructed to print their name or sign (or both) on the outside of the envelope in which they seal a ballot paper; and clear how to vote instructions.
- 33.28 A ballot may be conducted by distributing instructions and ballot papers via the Internet and votes may be cast using the Internet. The Returning Officer may stipulate procedures and conditions as to the manner in which the Internet shall be utilised and

- may in its absolute discretion disqualify votes cast which the Returning Officer considers do not comply with those procedures and conditions.
- 33.29 Members must mark the ballot paper by recording their preferences for the candidates with an "X" in the box next to the name of the candidate. A Member may vote for all or less than the number of candidates to be elected.
- 33.30 The election of such number of Parliamentary Candidates as is required shall be made in descending order by reference to the candidates with the greatest number of votes.
- 33.31 Only valid ballot papers received in the post or by delivery at the nominated address (or, where the Internet is being used, received at the Internet address specified by the Returning Officer) by the close of the voting period specified on the ballot paper, count. An election is not invalidated because particular ballot papers are not received in time. However, the Returning Officer in his or her absolute discretion may by notice in writing to the Party Secretary extend the voting period for up to two days prior to the commencement of the Candidate Election General Meeting in any case where the ballot might otherwise be frustrated or made less effective because of external circumstances.
- 33.32 The Returning Officer in his or her discretion may accept any ballot paper even though the way in which it has been completed or returned is not strictly in accordance with requirements, if in the opinion of the Returning Officer the voting intentions of the Member and the genuineness of the ballot paper are clear on a balance of probabilities.
- 33.33 On receipt of completed ballot papers, the Returning Officer, or such person as the Returning Officer authorises, must immediately lock them in a sealed box provided for that purpose.
- 33.34 Each candidate may, if they wish, by notice in writing to the Returning Officer at least one week prior to the close of the voting period, be present and observe the ballot count or appoint one scrutineer to observe the ballot count on their behalf.
- 33.35 Within a reasonable time after the end of the voting period, the Returning Officer must unlock the ballot box and immediately proceed with the count of the ballot. The Returning Officer may co-opt such assistance (at the expense of the Party) as the Returning Officer reasonably requires in order to count the ballot and may adjourn counting from time to time to such times and places as the Returning Officer reasonably determines.
- 33.36 If there is an equality of votes in Parliamentary Candidates Elections, then the candidates concerned may decide the issue between themselves in such manner as they mutually decide not less than one (1) day before Candidate Election General Meeting, or failing such decision being notified to the Returning Officer in that time then the successful candidate must be decided by the Members attending the Candidate Election General Meeting.

- 33.37 The Returning Officer must report the result of the ballot or ballots in writing to the Chairman of the Candidate Election General Meeting who must declare the successful candidates elected as Parliamentary Candidates at the Candidate Election General Meeting.
- 33.38 The Returning Officer must provide the Chairman of the Candidate Election General Meeting with a written report as to the conduct and results of the ballot or ballots, reporting whether or not the ballot or ballots have been duly conducted in accordance with the requirements of this Constitution and if not, providing details of any non-compliance, and reporting on any other matters that the Returning Officer wishes to bring to the attention of the Party.
- 33.39 If so required by motion of a Member at the Candidate Election General Meeting, the Chairman must read that report to the meeting. The Chairman must then hand that report to the Party Secretary who must produce the report at the first meeting of the National Council after the Candidate Election General Meeting. During the period of two (2) months after the Candidate Election General Meeting, the report may be inspected and/or copied by or on behalf of any candidate, at the office of the immediate past Party Secretary.
- 33.40 Ballot papers must be retained under the control of the Returning Officer for twelve (12) months after the Candidate Election General Meeting during which time they may be inspected by or on behalf of any candidate. Immediately after that period, the Returning Officer must supervise the destruction of the ballot papers.

34. Elected Members of Parliament

An elected Member of Parliament is bound to adhere to the objectives of the Party.

35. **Policy Formulation**

The National Council may appoint a Sub-Committee for the purposes of policy development. All such policies must accord with the Party's objectives.

36. **Party Seal**

- 36.1 The Party shall have a Seal, unless otherwise resolved by the Members in General Meeting, and the Seal shall be the 'signature' of the Party. The National Council must ensure that the Seal is stored safely. The Seal must only be used with the consent of the National Council.
- 36.2 The Party may have a duplicate Seal.
- 36.3 Every document to which the Seal is affixed shall be signed by a Director and be countersigned by another Director, a Party Secretary.

37. Accounting and Other Records

- 37.1 The National Council must ensure that proper accounting and other records are kept, and that financial reports and other reports are prepared and distributed in accordance with the requirements of the Act.
- 37.2 The National Council must ensure the safe custody of books, documents, instruments of title and securities of the Party.
- 37.3 The National Council must arrange for the Party's records to be available for inspection by Members at the times and on the condition that the National Council decide. However, Members are only entitled to inspect those documents if they are expressly entitled to do so by Act, this Constitution or by a Resolution made by the National Council or a Resolution passed at a General Meeting.

38. **Auditor**

The appointment, removal or replacement of the Party's Auditor shall be in accordance with the

39. **Funds and Accounts**

- 39.1 The funds of the Party must be kept in an account in the name of the Party in a financial institution decided by the National Council.
- 39.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Party.
- 39.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 39.4 A payment by the Party of \$100 or more must be made by cheque or electronic funds transfer by an Officer authorised by the National Council.
- 39.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by two (2) authorised Directors who are nominated as authorised signatories by the National Council. If the payment is made by electronic funds transfer the Officer authorised by the National Council requires the written or emailed permission of at least two (2) authorised Directors who are nominated as authorised Directors by the National Council for this purpose.

Adoption of Constitution

We the undersigned severally consent to become a Member of The Wikileaks Party Ltd and

agree to the terms of this its Constitution.	,
Signature of Member	Witness to Members Signature

Signature of Member	Signature of Witness
Name: Address:	Name of Witness:
DATED:	