



## **EMILY'S List (Australia) Incorporated CONSTITUTION**

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## Part 1: Purpose and Principles

### 1. Name

The name of the association is EMILY'S List (Australia) Incorporated.

### 2. Purpose

(1) The purpose of EMILY'S List is to provide support, including financial support, to:

(a) women candidates in federal, state, territory elections who:

- (i) have been endorsed by the ALP
- (ii) are contesting winnable positions; and
- (iii) have been approved by the Committee

additional to the normal support provided to candidates by the ALP.

(b) groups of women members of the ALP for activities that encourage and educate women who:

- (i) are members of the ALP and
- (ii) may become candidates in federal, state, territory elections.

(2) In subparagraphs (1)(a)(ii), "winnable positions" means those positions that:

- (a) to be won require an increase in the two party preferred vote for the ALP at the last general election of not more than 5%
- (b) were won by the ALP at the last general election by a margin of not more than 5% of the two party preferred vote; or
- (c) are considered by the Committee to be winnable by that candidate, either at the next or a future election.

(3) EMILY'S List must not provide support to any candidate for pre-selection in the ALP.

(4) EMILY'S List must not provide financial support to any candidate who is also a member of the Committee.

### 3. Principles

(1) EMILY's List operates on the basis of the following principles:

#### Equity

- Women have the right to determine their own lives
- Women have the right to participate fully in decision-making
- Women have the right to share equally in society's benefits and services
- Women have the right to be free from fear and violence
- Women must have the opportunity to fully contribute to society

#### Choice

- Women have the right to reproductive freedom and to control their own fertility
- Women have the right to accessible, affordable, safe and legal termination services

#### Diversity

- Women have a responsibility to respect diversity and equality and to support reconciliation
- Women have the right to decide on matters concerning their sexuality

## Early Childhood Education and Care

- Women have the right to choose quality, affordable and appropriate early childhood education and care

## Equal Pay

- Women have the right to equal pay for equal work

## Respect

- Women have the right to be respected and live free from the fear of violence in all areas of their lives.

## 4. Definitions

(1) In this Constitution, unless the contrary intention appears:

- “ALP” means Australian Labor Party
- “the Association Act” or “the Act” mean the Associations Incorporation Reform Act 2012
- “the Committee” means the National Committee
- “EMILY’S List” means EMILY’S List (Australia) Incorporated
- “Joan Kirner Fund” means a separate fund known as the Joan Kirner Gender Gap Research Fund
- “principles” mean the principles of EMILY’S List adopted under Clause 3
- “purpose” means the purpose of EMILY’S List set out in Clause 2
- “the regulations” mean the regulations of EMILY’S List made under clause 36
- “special resolution” means a resolution at a general meeting where:
  - at least 21 days’ notice of the proposed resolution has been given to each member
  - the notice specifies that it intended that the resolution be proposed as a special resolution, and
  - 75% of the members who are present and who vote, vote in favour.
- “woman” means a woman who identifies as a woman or has the lived experiences of a woman.

(2) The Committee is responsible for the interpretation of this Constitution, including the purpose, principles and regulations.

## Part 2: Legal Capacity and Powers

### 5. Powers

(1) EMILY’S List has:

- (a) the legal capacity and powers of an incorporated association, and
- (b) all the powers of an individual, subject to this clause.

(2) EMILY’S List may only:

- (a) exercise its powers and
- (b) use its income, assets and profit

in accordance with its purpose and principles.

(3) EMILY’S List must not distribute any of its profit, income or assets directly or indirectly to members, unless it is compensation for money expended on behalf of EMILY’S List.

(4) Sub clause (3) does not prevent EMILY’S List from providing support to members (other than members of the Committee) in accordance with its purposes and principles.

(5) National Committee members and alternates wishing to receive EMILY's List financial support in any election must resign before the National Committee makes the decision whether to fund that candidate and must not hold EMILY's List office again until the election they are contesting is held and the result declared.

## **Part 3: Membership, Disciplinary action and Grievance procedure**

### **Division 1: Membership**

From 1996 to 2007, the Committee invited women who supported the purposes and principles of EMILY'S List to become Foundation Members. All Foundation Members of the organisation are recognised as full members.

Since 2007, membership of EMILY's List has been eligible to women and men who support the purpose and principles of EMILY'S List in accordance with the following rules.

#### **6. Membership**

EMILY's List membership subscriptions are:

- a) Full Membership
- b) Supporting Membership
- c) EMILY's Angel Membership; and
- d) Student Membership

#### **7. Full members**

(1) Any woman who supports the purpose and principles of EMILY's List is eligible to apply for full membership.

(2) Financial full members are entitled to:

- (a) all benefits of membership as determined by the Committee
- (b) receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these rules
- (c) submit items of business for consideration at a general meeting
- (d) attend and be heard at general meetings
- (e) vote at a general meeting
- (f) stand for election as a committee member or office bearer
- (g) have access to the minutes of general meetings and other documents of the Association subject to rule 66 and s 58 and s 59 of the Act.
- (h) inspect the register of members, subject to Rule 66 and s 58 and s 59 of the Act.

(3) The rights of full members are not transferable and end when membership ceases.

#### **8. Supporting members**

(1) Any woman or man who supports the purpose and principles of EMILY'S List is eligible to apply for supporting membership.

(2) Supporting membership entitles a member to:

- (a) all benefits of membership as determined by the Committee
- (b) attend, but not speak or vote at, general meetings

- (c) inspect the register of members, subject to Rule 66 and s 58 and s 59 of the Act.
- (3) The rights of supporting members are not transferrable and end when membership ceases.

## 9. EMILY's List Angel members

- (1) Any woman who supports the purposes and principles of EMILY's List, and is willing to make a monthly financial contribution, is eligible to apply for Angel membership.
- (2) Angel members are considered to be full members and enjoy the same rights as full members.
- (3) The rights of Angel memberships are not transferable and end when membership ceases.

## 10. Student Members

- (1) Any woman who supports the Purpose and Principles of EMILY'S List and is a student is eligible to apply for Student Membership.
- (2) Student membership entitles a member to:
- (a) all benefits of membership as determined by the Committee to attend, but not speak or vote at, General Meetings; and
  - (b) inspect the register of members, subject to rule 66 and sections 58-59 of the Act.
- (3) The rights of Student Membership are not transferable and cease at the conclusion of 12 months. An applicant may be required to provide evidence of their student status.

## 11. Subscriptions

- (1) The Committee must set the subscription for each level of membership, and the date (or dates) for payment.
- (2) The subscription may vary according to:
- (a) the type of membership
  - (b) whether the member is an individual or an organisation
  - (c) the income of the member
  - (d) the date of payment.
- (3) A person applies to be a member by filling out a printed or online membership form and submitting it to the organisation.
- (4) Applicants become members when the Committee accepts payment of the subscription.
- (5) An applicant becomes an EMILY's Angel Member if the committee accepts a recurring monthly payment of an amount set out in the subscription.
- (6) The Committee may reject an application by returning the subscription.
- (7) The Committee does not have to give any reason for rejecting an application and there is no right of appeal.
- (8) The voting and other rights of members who have not paid the subscription within three months of the due date are suspended until the subscription is paid.
- (9) Members who pay subscription fees by monthly instalments have voting and other rights of members once they have at least 12 months of continuity of subscription.
- (10) Members who pay subscription fees by monthly instalments but fail to pay their fee for three consecutive months will have their membership suspended until payment can be secured.

## 12. Responsibilities of members

- (1) By joining EMILY'S List, members agree to support its purpose and principles.
- (2) Members must at all times comply with this Constitution and the regulations.
- (3) Members must not make public statements on behalf of EMILY'S List unless authorised by the National Co-Convenors.

### **13. Lapsed members**

A member whose subscription is more than three months in arrears is deemed to be unfinancial and, after 12 months, is deemed to be a lapsed member.

### **14. Resignation of members**

Members may resign by writing to the Committee.

### **15. Register of members**

(1) The Secretary must keep and maintain a register of members that includes:

(a) for each current member:

- (i) the member's name
- (ii) the address for notice last given by the member
- (iii) the type of membership
- (iv) the date of becoming a member

(b) for each former member:

- (i) the date of ceasing to be a member.

(2) Any member may, at a reasonable time and free of charge, inspect the register of members subject to Rule 66 and s 58 and s 59 of the Act.

## **Division 2: Disciplinary action**

### **16. Disciplinary action**

(1) The Committee may by special resolution passed with at least 75% of Committee members in favour suspend or expel a full or supporting member for:

- (a) conduct prejudicial to EMILY'S List, or
- (b) failure to comply with this Constitution or the regulations.

(2) The Committee must not pass a resolution under sub clause (1) unless the member has been:

- (a) informed of the conduct or failure alleged and
- (b) given an opportunity to be heard.

(3) The Committee does not have to give reasons for its decision, and there is no right of appeal.

(4) Full members present for a disciplinary meeting represent a quorum.

(5) EMILY'S List may not fine members.

### **17. Disciplinary subcommittee**

(1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

(2) Members of this subcommittee:

- (a) may be Committee members, members of the Association or anyone else but
- (b) must not be biased against, or in favour of, the member.

## **18. Notice**

(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:

- (a) stating that EMILY's List proposes to take disciplinary action against the member; and
- (b) stating the grounds for the proposed disciplinary action; and
- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
- (d) advising the member that he or she may do one or both of the following:
  - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
  - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (e) setting out the member's appeal rights under rule 19.

(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **19. Decision of subcommittee**

(1) At the disciplinary meeting, the disciplinary subcommittee must:

- (a) give the member an opportunity to be heard; and
- (b) consider any written statement submitted by the member.

(2) After complying with sub clause (1), the disciplinary subcommittee may:

- (a) take no further action against the member; or
- (b) subject to sub clause (3):
  - (i) reprimand the member; or
  - (ii) suspend the membership rights of the member for a specified period; or
  - (iii) expel the member.

(3) EMILY's List may not fine the member.

(4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **20. Appeal rights**

(1) A person whose membership rights have been suspended or who has been expelled may give notice that he or she wishes to appeal against the suspension or expulsion.

(2) The notice must be in writing and given to:

- (a) the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
- (b) the Secretary not later than 48 hours after the vote.

(3) If a person has given notice, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

(4) Notice of the disciplinary appeal meeting must be given to each member who is entitled to vote as soon as practicable and must:

- (a) specify the date, time and place of the meeting; and
- (b) state:



- (i) the name of the person against whom the disciplinary action has been taken; and
- (ii) the grounds for taking that action; and
- (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **21. Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting:
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) The members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## **Division 3: Grievance procedure**

### **22. Application**

- (1) The grievance procedure applies to disputes under these rules between a:
  - (a) member and another member;
  - (b) member and the Committee;
  - (c) member and EMILY's List.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (3) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

### **23. Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between them within the time required by Rule 21.3, the parties must within 10 days:
  - (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) if the dispute is between a member and another member: a person appointed by the Committee; or
    - (ii) if the dispute is between a member and the Committee or EMILY's List: a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association

but in any case, must not be a person who:

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

#### **24. Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must:
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.
- (3) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **Part 4: General meetings**

#### **25. Annual general meetings**

- (1) General meetings will be chaired by one of EMILY's List's two national co-convenors.
- (2) The Committee must convene an annual general meeting within five (5) months after the end of each financial year.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows:
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then
  - (b) to receive and consider:
    - (i) the annual report of the Committee on EMILY's List's activities during the preceding financial year
    - (ii) EMILY's List's financial statements for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act
  - (c) to elect the members of the Committee, when required
  - (d) to confirm the election of EMILY's List Action Group Convenors, when required
  - (e) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these rules.

#### **26. Special general meetings**

- (1) Any general meeting, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice may be conducted at the meeting.

#### **27. Special general meeting held at request of members**

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with sub clause (2) by at least 10% of the total number of members, including 50% of the national committee at the date of notice of the meeting.
- (2) A request for a special general meeting must:

- (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub clause (3):
- (a) must be held within three (3) months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub clause (3).

## **28. Notice**

- (1) The Committee must give each full and supporting member at least 21 days' notice in writing of general meetings. This can be provided by mail or email.
- (2) The notice must include the date, time, and place of the meeting, and the general nature of the business to be considered.
- (3) If a special resolution is to be proposed, the notice must:
- (a) state in full the proposed resolution
  - (b) state the intention to propose the resolution as a special resolution
  - (c) comply with rules relating to proxies.
- (4) General meetings may only consider business of which notice has been given in accordance with sub clause (2).
- (5) Despite sub clause (1), the accidental failure to give notice to a member or members does not invalidate the meeting.

## **29. Proxies**

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must:
- (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

(7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by EMILY's List no later than 24 hours before the commencement of the meeting.

### **30. Quorum**

(1) The quorum for all business at general meetings is the presence (physically, by proxy or as allowed under rule 30) of 5% of the full members entitled to vote.

(2) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

(a) the meeting must be adjourned to a date not more than 21 days after the adjournment

(b) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

(3) If a quorum is not present within 30 minutes after the notified commencement of a meeting convened by, or at the request of, members, the meeting must be dissolved. Any business that was to have been considered at such a meeting is deemed to have been dealt with in these circumstances. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 26.

(4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned, the members present at the meeting (if not fewer than three) may proceed with the business of the meeting as if a quorum were present.

### **31. Use of technology**

(1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

(2) A member participating in a general meeting as permitted under sub clause (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **32. Voting at general meetings**

(1) On any question arising at a general meeting:

(a) subject to sub clause (3), each member who is entitled to vote has one vote

(b) members may vote personally or by proxy

(c) except in the case of a special resolution, the question must be decided on a majority of votes.

(2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

(3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

(4) This rule does not apply to a vote at a disciplinary appeal meeting.

### **33. Determining whether resolution carried**

(1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:

(a) carried

(b) carried unanimously

(c) carried by a particular majority

(d) lost

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

(2) If a poll (where votes are cast in writing) is demanded by three or more members on any question:

(a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting

(b) the Chairperson must declare the result of the resolution on the basis of the poll.

(3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### **34. Special resolutions**

(1) A special resolution is passed if not less than 75% of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

(2) In addition to certain matters specified in the Act, a special resolution is required:

(a) to remove a committee member from office;

(b) to alter this Constitution, including changing the name or any of the purpose.

## **Part 5: The Committee**

### **Division 1: Powers**

#### **35. Role and powers**

(1) The business of EMILY's List must be managed by or under the direction of the National Committee ("the Committee").

(2) The Committee may exercise all the powers of EMILY's List except those powers that this Constitution or the Act require be exercised by general meetings of the members.

(3) The Committee may establish subcommittees consisting of members with terms of reference it considers appropriate.

(4) The Committee may by resolution, passed with at least 75% of votes in favour, amend, delete or adopt additional principles consistent with the purpose of EMILY'S List.

(5) The Committee must set out the criteria on which candidates will be supported by EMILY'S List in accordance with the principles and purpose of EMILY's List.

(6) The Committee must make determinations about the support to be provided to candidates.

(7) The Committee must administer the Joan Kirner Fund, in accordance with rule 64A.

#### **36. Delegation**

(1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than:

(a) this power of delegation; or

(b) a duty imposed on the Committee by the Act or any other law.

(2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

(3) The Committee may, in writing, revoke a delegation wholly or in part.

### **37. Regulations**

- (1) The Committee may, by resolution passed with at least 50% of the votes in favour, make regulations to give effect to this Constitution.
- (2) The Committee must make regulations in accordance with sub clause (1) setting out the process through which support will be provided to candidates.
- (3) The Committee may, by resolution passed with at least 50% of the votes in favour, amend or delete regulations.

### **38. Public Statements**

- (1) No person may make any public statement on behalf of EMILY'S List unless authorised by the National Co-Convenors.

## **Division 2: Composition and Duties**

### **39. Composition**

- (1) The Committee has a minimum of 12 members:
  - (a) Eight (8) members elected or nominated by State/Territory ELAGs (State and Territory Representatives)
  - (b) Four (4) general members appointed by the National Committee in recognition of skills, expertise and networks not otherwise represented by State and Territory Representatives (General Members)
- (2) The Committee's office bearers consist of:
  - (a) two National Co-Convenors
  - (b) a Secretary and
  - (c) a Treasurer.
- (3) The Committee may co-opt up to three additional non-voting members of the committee to assist with specific tasks or to contribute specific skills or qualifications.

### **40. Method of Election/Appointment**

- (1) The method of election of State and Territory representatives will be by preferential proportional representation
- (2) The method of appointment of general members is via expression of interest as determined by National Committee.

### **41. Duration of Office Holding**

- (1) General members hold office for two years.
- (2) State and Territory members of the Committee hold office for four years.
- (3) Office bearers hold office for four years.
- (4) Co-Opted Members may not be co-opted for more than two years at a time
- (5) Members of the Committee may be re-elected but ~~may not hold office for more than two consecutive full terms~~ must be re-endorsed by an absolute majority if standing for more than two consecutive full terms

### **42. Resignation or Cessation of Membership**

- (1) Members of the Committee may resign as members by writing to the Secretary.
- (2) Members of the Committee are deemed to have resigned if they fail to attend three consecutive meetings without:

- (a) leave of absence for each meeting granted by the Committee; or
  - (b) an apology for each meeting accepted by the Committee.
- (3) Members of the Committee cease to be members of the Committee:
- (a) if they cease to be financial members of EMILY's List
  - (b) resign in writing to the Secretary
  - (c) are removed from office by a special resolution
  - (d) die
  - (e) become insolvent
  - (f) become a represented person under the Guardianship and Administration Act 1986.
- (4) Members of the Committee are not entitled to participate in meetings of the Committee or exercise any other rights as members of the Committee while their subscription is overdue.
- (5) The Committee may fill casual vacancies of members of the Committee.
- (6) Members of the Committee filling casual vacancies hold office for the remainder of the term of the member whose vacancy they are filling.
- (7) Members of the Committee may be re-elected but may not hold office for more than two consecutive full terms.
- (8) Even if it is subsequently found that a person who has acted as a member of the Committee was not properly elected or appointed, there is no effect on the validity of:
- (a) the acts of that person as a member of the Committee, and
  - (b) decisions of meetings of the Committee in which that person has participated.

#### **43. EMILY's List Action Groups (ELAGs)**

- (1) Members in each state/territory may form EMILY's List Action Groups to support the purpose, principles and activities of the organisation including but not limited to:
- (a) Fundraising for current and future candidates
  - (b) Training and mentoring of current and future candidates
  - (c) Election campaign support
  - (d) Social events.
- (2) EMILY's List Action Groups must elect or appoint co-convenors to co-ordinate the activities of the EMILY's List Action Group prior to the AGM
- (3) EMILY's List Action Groups must elect or appoint a representative to the Committee and an alternate of whom one at least is to be a co-convenor.

#### **44. General Duties**

- (1) As soon as practicable after being elected or appointed to the committee, each committee member must become familiar with this Constitution and the Act.
- (2) The committee is collectively responsible for ensuring that EMILY's List complies with the Act and that individual members of the Committee comply with this Constitution.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties:
- (a) in good faith in the best interests of EMILY's List
  - (b) for a proper purpose.

(5) Committee members and former committee members must not make improper use of:

- (a) their position
- (b) information acquired by virtue of holding their position

to gain an advantage for themselves or any other person or to cause detriment to EMILY's List.

(6) In addition to any duties imposed by this Constitution, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

### **Division 3: Office-bearers**

#### **45. Co-Convenors**

(1) National Committee members must elect two Co-Convenors from different states or territories. These must be elected members of the National Committee.

(2) The Co-Convenors will include in their responsibilities:

- (a) calling of EMILY's List National Committee meetings
- (b) chairing of EMILY's List Annual General Meeting and National Committee meetings
- (c) approving the minutes of, and agenda for, EMILY's List National Committee meetings
- (d) overview of, and support for, the EMILY's List National Office
- (e) maintaining an overview of the cohesive, effective functioning, including budget, finance and expenditure, of the National Committee and the EMILY's List National Office.
- (f) Acting as spokespeople for the organisation.

(3) The Co-Convenors will be, from the time of their appointment as Co-convenors, ex-officio members of the National Committee with voting rights. The state(s) and territory from which they are appointed have the right to appoint a replacement member of the National Committee to fill the consequent vacancy.

#### **46. Secretary**

(1) The first meeting of the elected National Committee after each alternate year AGM, the National Committee will elect a Secretary, who must be an elected member of the National Committee.

(2) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

(3) The Secretary must:

- (a) maintain the register of members in accordance with rule 14
- (b) keep custody of the common seal and, except for the financial records referred to in rule 66(3), all EMILY's List books, documents and securities in accordance with rules 66 and 68.
- (c) subject to the Act and this Constitution, provide members with access to the register of members and the minutes of general meetings
- (d) perform any other duty or function imposed on the Secretary by this Constitution.

(4) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **47. Treasurer**

(1) The first meeting of the elected National Committee after each alternate year AGM, the National Committee will elect a Treasurer. The Treasurer must be an elected member of the National Committee of EMILY's List.

(2) Subject to rule 64A, the Treasurer must:



- (a) receive all money paid to or received by EMILY's List and issue receipts for those moneys in the name of the Association
  - (b) ensure that all money received are paid into EMILY's List's account within five working days after receipt
  - (c) make any payments authorised by the Committee or by a general meeting from the Association's funds
  - (d) ensure cheques are signed by at least two committee members.
- (3) The Treasurer must:
- (a) ensure that the financial records of the Association are kept in accordance with the Act
  - (b) coordinate the preparation of EMILY's List's financial statements and their certification by the Committee prior to their submission to the annual general meeting.
- (4) The Treasurer must ensure that at least one other committee member has access to EMILY's List accounts and financial records.

### **Division 3: Election of Committee members**

#### **48. Eligibility to be a Committee member**

A member is eligible to be elected or appointed as a committee member if the member:

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.
- (c) is a member of the ALP.

#### **49. Election of Committee members**

(1) The Chairperson of the meeting must declare any positions due for election on the Committee vacant and hold elections for those positions in accordance with rules 47-50.

#### **50. Nominations**

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of EMILY's List may:
- (a) nominate herself or
  - (b) with the member's consent, be nominated by another member, to become a general member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

#### **51. Election of office-bearers**

- (1) At the annual general meeting, separate elections must be held for each of the following positions when required:
- (a) National Co-Convenors
  - (b) Secretary
  - (c) Treasurer.
- (2) If only one member is nominated for a position, the national co-convenor must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 52.

(4) On her election, the new National Co-Convenor may take over as Chairperson of the meeting.

## **52. Election of ordinary members**

(1) A single election may be held to fill all of those positions.

(2) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

(3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 50.

## **53. Ballot**

(1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

(2) The returning officer must not be a member nominated for the position.

(3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.

(4) The election must be by secret ballot.

(5) The returning officer must give a blank piece of paper to:

- (a) each member present in person; and
- (b) each proxy appointed by a member.

(6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

(7) If the ballot is for more than one position:

- (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote
- (b) the voter must not write the names of more candidates than the number to be elected.

(8) Ballot papers that do not comply with sub clause (7)(b) are not to be counted.

(9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

(10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

(11) If the returning officer is unable to declare the result of an election under sub clause (10) because two or more candidates received the same number of votes, the returning officer must:

- (a) conduct a further election for the position in accordance with sub clauses (4) to (10) to decide which of those candidates is to be elected; or
- (b) with the agreement of those candidates, decide by lot which of them is to be elected.

## **Division 4: Meetings**

### **54. Convening**

(1) Any four members of the committee may convene a meeting of the committee.

(2) The committee must meet at least once every three months.

### **55. Notice**

(1) Each member of the committee must be given at least seven days' notice in writing of meetings of the Committee, subject to sub clause (4). Such notice can be given via mail or email.

- (2) The notice must include the date, time and place of the meeting, and the general nature of the business to be considered.
- (3) A meeting of the committee may only consider business of which notice has been given in accordance with sub clause (2), subject to sub clause (4).
- (4) In case of urgency, a meeting may be held without the notice required by sub clauses (1) and (2), provided that:
  - (a) as much notice as practicable is given by whatever means will reach each member of the committee soonest; and
  - (b) no resolution may be passed at the meeting unless at least eight members vote in favour.
- (5) Notice may, but need not, be given to alternates.

#### **56. Quorum**

- (1) The quorum of meetings of the committee is seven (7) members of the Committee or their alternates present in person.
- (2) For the purpose of sub clause (1), a member or alternate is present in person if able to clearly and simultaneously communicate with every other person at the meeting, whether or not physically present in the same room or able to be seen.

#### **57. Use of technology**

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) A committee member participating in a committee meeting as permitted under sub clause (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### **58. Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Sub clause (2) does not apply to any motion or question which is required by these rules to be passed by at least 75% of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

#### **59. Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member:
  - (a) must not be present while the matter is being considered at the meeting
  - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest:
  - (a) that exists only because the member belongs to a class of persons for whose benefit EMILY's List is established
  - (b) that the member has in common with all, or a substantial proportion of, EMILY's List

members.

**60. Minutes of meetings**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following:
  - (a) the names of the members in attendance at the meeting
  - (b) the business considered at the meeting
  - (c) any resolution on which a vote is taken and the result of the vote
  - (d) any material personal interest disclosed under rule 56.

**61. Leave of absence**

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding three months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

**62. Resolutions without meetings**

- (1) A resolution set out in a document (or documents) signed by an absolute majority of the Committee stating they are in favour has the same effect as a resolution passed at a meeting of the Committee.

## **Part 6: Financial and Legal**

**63. Financial year**

- (1) The financial year of EMILY's List is from 1 July to 30 June.

**64. Sources of funds**

- (1) EMILY's List's funds may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

**65. Management of funds**

- (1) The Committee is responsible for the management of EMILY's List funds.
- (2) The Committee must ensure that true and fair accounts of EMILY'S List are kept.
- (3) Subject to any restrictions imposed by a general meeting, the Committee may approve expenditure on behalf of EMILY's List.
- (4) Subject to rule 64A, the Committee may authorise the Treasurer to expend funds on behalf of EMILY's List (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two committee members.
- (6) Subject to rule 64A, all EMILY's List funds must be deposited into the financial account of the Association no later than five working days after receipt.
- (7) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or into the float is accurately recorded at the time of the transaction.

**66. ~~65A~~ Joan Kirner Gender Gap Research Fund**

- (1) EMILY's List must establish and maintain the Joan Kirner Fund.

- (2) The Committee is responsible for administering the Joan Kirner Fund and managing its funds.
- (3) The Committee must establish a subcommittee to manage the Joan Kirner Fund in accordance with this Constitution (the Joan Kirner GGR Fund Subcommittee).
- (4) The Joan Kirner Fund Subcommittee must establish and maintain a separate bank account, entitled "The Joan Kirner Gender Gap Research Fund".
- (5) Funds of the Joan Kirner Fund may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.
- (6) Income, assets and profits of the Joan Kirner Fund must only be used to fund gender gap research, accounting, audit and other management costs of the fund, including communication and other expenses relating to the fund.
- (7) The Joan Kirner Fund Subcommittee must establish and maintain a separate accounting process and ensure that true and fair accounts of the Joan Kirner Fund are kept.
- (8) Subject to any restrictions imposed by a general meeting, the Committee may approve expenditure on behalf of the Joan Kirner Fund.
- (9) The Committee may authorise the Treasurer to expend funds on behalf of the Joan Kirner Fund (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (10) The Treasurer must:
  - (a) receive all money paid to or received by the Joan Kirner Fund and issue receipts for those moneys in the name of the Association stating that it is in respect of the Joan Kirner Fund;
  - (b) ensure that all monies received by the Association that is designated as being for the Joan Kirner Fund is paid into the Joan Kirner Fund account within five working days after receipt;
  - (c) make any payments authorised by the Committee from the Joan Kirner Fund;
  - (d) ensure cheques are signed by at least two committee members;
  - (e) ensure that the financial records of the Joan Kirner Fund are kept in accordance with the Act; and
  - (f) coordinate the preparation of the Joan Kirner Fund's financial statements and their certification by the Committee prior to their submission to the annual general meeting.
- (11) The Treasurer must ensure that at least one other committee member has access to the Joan Kirner GGR Fund's accounts and financial records.
- (12) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments in respect of the Joan Kirner Fund must be signed by two committee members.

## **67. Financial records**

- (1) EMILY's List must keep financial records that:
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) EMILY's List must retain the financial records for seven (7) years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody or under her control:
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

## **68. Financial statements**

(1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.

(2) Without limiting sub clause (1), those requirements include:

- (a) the preparation of the financial statements
- (b) if required, the review or auditing of the financial statements
- (c) the certification of the financial statements by the Committee
- (d) the submission of the financial statements to the annual general meeting
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

#### **69. Audit**

(1) The Committee must arrange for the accounts for the last financial year to be audited before being submitted to the annual general meeting.

#### **70. Custody and inspection of records**

(a) Members may on request inspect free of charge:

- the register of members
- the minutes of general meetings

(b) subject to sub clause (2) and s 58 and s 59 of the Act, EMILY's List's financial statements and minutes of Committee meetings.

(2) The Committee may refuse to permit a member to inspect EMILY's List records that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the organisation's interests.

(3) The Committee must on request make a copy of this Constitution available to members and applicants for membership free of charge.

#### **71. Minutes**

(1) The Committee must arrange for the preparation and retention of minutes of all general meetings and meetings of the Committee.

#### **72. Common seal**

(1) The common seal must include EMILY's List's name in legible characters.

(2) A document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members.

(3) The common seal must be kept in the custody of the Secretary.

#### **73. Indemnity**

EMILY'S List indemnifies:

- (1) members of the Committee and their alternates, and
- (2) its employees, agents and auditor

against any liability incurred in that capacity, unless the liability arises out of conduct involving a lack of good faith.

#### **74. Amendment of rules**

(1) These rules may only be altered by special resolution of a general meeting.

## **75. Winding up and cancellation**

(1) EMILY's List may be wound up voluntarily by special resolution.

(2) In the event of the winding up or the cancellation of the incorporation of EMILY's List, the surplus assets of the organisation must not be distributed to any members or former members.

(3) In the event of the winding up or cancellation of the incorporation of EMILY's List, subject to the Act, any court order made under Section 133 of the Act and rule 73 (5), the surplus assets of EMILY's List must be given to a body that:

- (a) Has similar purposes and principles to EMILY's List and
- (b) Is not carried on for the profit or gain of its individual members.

(4) The body to which the surplus assets of EMILY's List are to be given must be decided by special resolution.

(5) In the event of the winding up or the cancellation of the incorporation of EMILY's List, subject to the Act and any court order made under section 133 of the Act, any surplus assets of the Joan Kirner Fund must be given solely to:

- (a) a body that:
  - (i) furthers gender gap research; and
  - (ii) is not carried on for the profit or gain of its individual members; or
- (b) if it is not possible to distribute the surplus assets in accordance with subparagraph (5)(a), a body that:
  - (i) has similar purposes and principles to EMILY's List and
  - (ii) is not carried on for the profit or gain of its individual members

(6) The body to which the surplus assets of the Joan Kirner GGR Fund are to be given must be decided by special resolution.