



**First Peoples'
Assembly of
Victoria**

CONSTITUTION

FIRST PEOPLES' ASSEMBLY OF VICTORIA LIMITED

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Corporations Act 2001 (Cth)

Public company limited by guarantee

First Peoples' Assembly of Victoria Limited

ACN 636 189 412

PREAMBLE

This is the constitution for the First Peoples' Assembly of Victoria, an election for which is being held in late 2019. If appointed, the Assembly is to act as the Aboriginal Representative Body under the *Advancing the Treaty Process with Aboriginal Victorians Act 2018* (Vic).

The current Directors and Members of the Assembly are in place now to allow for the first Election and appointment process to be held but will be automatically replaced following the Election and appointment of Members from Traditional Owner Groups.

This Preamble may be replaced following the Election and appointment of Members.

Part P contains the capitalised defined terms that are used in this constitution. Many of those capitalised terms are also used in the schedules to this constitution, where they have the same meaning.

PART A: STRUCTURE AND OBJECTIVES OF THE ASSEMBLY

Part A sets out the object of the Assembly and the Assembly's guiding values and powers.

1. WHAT ARE THE OBJECT AND GUIDING VALUES?

What is the Object?

- 1.1 The object of the Assembly is to promote the empowerment of Traditional Owners and Aboriginal Victorians, their advancement and addressing indigenous disadvantage and providing relief, by:
- 1.1.1 advancing the treaty process with Aboriginal Victorians, including treaty making between Traditional Owners and the State of Victoria;
 - 1.1.2 acting as the Aboriginal Representative Body to support future treaty negotiations;
 - 1.1.3 enabling Traditional Owners and Aboriginal Victorians to exercise sovereignty;
 - 1.1.4 enabling Traditional Owners and Aboriginal Victorians to exercise their right to self-determination;
 - 1.1.5 enabling the exercising of rights, including those contained in the *United Nations Declaration on the Rights of Indigenous Peoples*; and
 - 1.1.6 working with governments to establish or be a First Nations' Voice to government or Parliament.
- 1.2 In pursuing its object, the Assembly may:

- 1.2.1 administer the self-determination fund established under the Act and must do so in accordance with the Act;
- 1.2.2 raise money to further the object of the Assembly, including:
 - (a) securing sufficient funds for the pursuit of the object of the Assembly; and
 - (b) receiving any funds and distributing these funds in a way that best suits the object of the Assembly; and
- 1.2.3 do all such things as are incidental, convenient or conducive to the attainment of the object of the Assembly.

What are the Assembly's guiding values?

- 1.3 In pursuing its object the Assembly will be guided by the following:
 - 1.3.1 traditional laws, lore, and legal tradition, cultural values and practices;
 - 1.3.2 respect and equality;
 - 1.3.3 respect for Elders past, present and emerging; and
 - 1.3.4 participation of young people.

What are the Assembly's powers?

- 1.4 The Assembly may do anything that a company registered under the Corporations Act may lawfully do. However, the Assembly may not purport to pass a resolution which would be considered inconsistent with the Act.

PART B: MEMBERSHIP

Part B sets out the rules about:

- The phases of Membership.
- How the first Reserved Members and General Members become Members.
- The key rules about the two classes of membership, Reserved Members and General Members.
- The Members' Charter.
- The key rights and duties of Members.

2. WHO ARE THE MEMBERS OF THE ASSEMBLY?

Background

- 2.1 Clause 2 sets out the rules about admitting Members. There are two phases of membership:
 - 2.1.1 the Initial Phase - from the start of the Assembly; and
 - 2.1.2 the Continuing Phase - after the Members' Admission occurs.

2.2 These two phases are needed because:

2.2.1 the Assembly was set up, and Initial Members admitted, before any Reserved Members and General Members become Members; and

2.2.2 the Assembly's initial membership will change to Reserved Members and General Members after the first Election (at the Members' Admission).

What are the Membership phases?

2.3 The membership phases are:

Phase	Duration and applicable provisions
Initial Phase	<p>The Initial Phase commences when the Assembly is set up and ends on the Members' Admission occurring.</p> <p>The Initial Members are the only Members during the Initial Phase, and will automatically stop being Members immediately after the Members' Admission.</p>
Continuing Phase	<p>The Continuing Phase commences immediately after the Members' Admission (i.e. it immediately follows the Initial Phase). It continues after that time.</p> <p>During the Continuing Phase, the only Members are Reserved Members and General Members.</p>

3. HOW ARE NEW MEMBERS ADMITTED?

3.1 After the first Election, the Commissioner must give the Board a written notice, called the **Membership Notice**, consisting of:

3.1.1 the General Members' full names and other relevant details; and

3.1.2 the Reserved Members' full names and other relevant details.

3.1.3 At the same time as giving the Membership Notice, the Commissioner must give the Assembly all relevant signed consents and other original documents that are required under the Election Rules or Appointment Rules.

3.2 The Board must:

3.2.1 admit the General Members and the Reserved Members in the Membership Notice as members of the Assembly; and

3.2.2 enter their names in the Register of Members, and

do so within 10 business days of receiving the Membership Notice.

This is called the **Members' Admission**. The Members' Admission takes effect when the names are entered on the Register of Members. The Initial Members stop being Members immediately after the Members' Admission.

4. WHO ARE THE RESERVED MEMBERS?

- 4.1 A person is a **Reserved Member** if they are selected and admitted as a Reserved Member under the Appointment Rules and in accordance with this constitution.
- 4.2 The process for selecting a Reserved Member is that the members of the Traditional Owner Group:
 - 4.2.1 must self-determine how it selects a Reserved Member, and can change how it does this;
 - 4.2.2 must formally approve the method of selecting the Reserved Member; and
 - 4.2.3 must select a person to be a Reserved Member,

in accordance with this constitution and the Appointment Rules.
- 4.3 This process is called the Selection Process. This Selection Process also applies under other parts of this constitution where a Reserved Member needs to be selected.
- 4.4 However, if any part of the Selection Process does not happen:
 - 4.4.1 for the first Election, before the deadline set by the Commissioner (“**Deadline**”); or
 - 4.4.2 for any other Election, in sufficient time so that no later than 9 business days after the date of publication of the Election results, a Reserved Member has been selected,

then:
 - 4.4.3 for the first Election, the members of the Traditional Owner Group may choose a Reserved Member within 20 business days after the Deadline; or
 - 4.4.4 for any other Election, the board of the Traditional Owner Group may within a further 20 business days select an interim Reserved Member for a period no longer than 6 months; and
 - 4.4.5 the members of the Traditional Owner Group must approve a method of selecting a Reserved Member within that 6 months. If they do not do so:
 - (a) the Traditional Owner Group will be deemed to have decided not to select a Reserved Member at that time; and
 - (b) the person who is the interim Reserved Member will stop holding office at the end of that 6 month period.
- 4.5 If a person is selected under the Selection Process or in accordance with clause 4.4, the board of the Traditional Owner Group must:
 - 4.5.1 advise the Assembly of the details of the person selected in writing; and
 - 4.5.2 give the Assembly a consent to be a member of the Assembly signed by the person, in a form required by the Board.
- 4.6 Where the Traditional Owner Group is in external control by a third party (such as an administrator) and a Reserved Member is to be selected:

- 4.6.1 the members of the Traditional Owner Group must select the person to be the Reserved Member under the Appointment Rules; and
- 4.6.2 a person authorised by the members of the Traditional Owner Group must advise the Assembly of the details of the person selected and give the Assembly a consent to be a member signed by the person selected, in a form required by the Board.
- 4.7 A Reserved Member may be re-admitted as a Member if this constitution does not expressly stop them from being re-admitted.
- 4.8 An existing Reserved Member will stop being a Member on the admission of Reserved Members which occurs following an Election.
 - 4.8.1 However, this will not happen if they are selected again as a Reserved Member by a Traditional Owner Group; and
 - 4.8.2 In this case, they will remain a Member until their membership ends under this constitution.
- 4.9 A Reserved Member must consult with the Traditional Owner Group that selected them at least once before each Assembly Chamber. However, a Reserved Member may exercise their powers in a way they consider to be in the interests of the Assembly so as to preserve and advance the interests of all Traditional Owners and Aboriginal Victorians.

5. WHO ARE THE GENERAL MEMBERS?

- 5.1 A person is a **General Member** if they are elected, or appointed, as a General Member under this constitution.
- 5.2 An existing General Member will stop being a Member on the admission of General Members which occurs following an Election:
 - 5.2.1 however, this will not happen if they are re-elected as a General Member at that Election; and
 - 5.2.2 in this case, they will remain until their membership ends under this constitution.
- 5.3 A General Member may be re-elected as a Member if this constitution does not expressly stop them from being re-elected.

6. WHAT IS THE MEMBERS' CHARTER?

- 6.1 The Members' Charter sets out the roles and required standard of behaviour of all Members.
- 6.2 Each Member agrees to comply with the Members' Charter as a condition of becoming a Member. The Members' Charter is set out in schedule 4.
- 6.3 If a Member does not comply with the Member's Charter, the Assembly may vote to remove them as a Member (under clause 11.4 of the Assembly's constitution).
- 6.4 The Members' Charter is not part of this constitution.
- 6.5 The Assembly Chamber may by Ordinary Majority Resolution change the Members' Charter. Any change to Members' Charter must not be inconsistent with the terms of this Constitution, the Election Rules, the Appointment Rules or the requirements of the law.

7. WHAT ARE THE RIGHTS AND DUTIES OF MEMBERS?

Rights of Members

- 7.1 A Member has the right to receive notices of any Assembly Chamber, attend and be heard at any Assembly Chamber and vote at any Assembly Chamber.
- 7.2 All Members have the same rights (other than concerning the election or appointment of General Members and Reserved Members).

What are the key duties of Members?

- 7.3 A Member must comply with this constitution and the Member's other obligations at law, including for clarity any obligations under the Act or the Corporations Act.
- 7.4 A Member must comply with the Members' Charter.

PART C: HOW DO YOU BECOME A MEMBER AND STOP BEING A MEMBER?

Part C sets out the rules about:

- Elections, including Election timing and the Board's duties in relation to Elections.
- The re-election and re-appointment of Members, including maximum term of office for Members.
- When new Members can be admitted, including By-elections.
- How a Member can be censured, suspended or removed by the Assembly Chamber.
- The other ways in which a Member's membership can end.

8. WHEN ARE ELECTIONS HELD AND WHAT ARE THE BOARD'S DUTIES?

When do future Elections need to be held?

- 8.1 After the Members' Admission, the Board must ensure that the next Election occurs within four years. After that Election, the Board must ensure that an Election occurs at least once every three years.

Example: If the Members' Admission occurs in December 2019, the next five Elections will occur as follows:

Second Election	by no later than December 2023
Third Election	by no later than December 2026
Fourth Election	by no later than December 2029
Fifth Election	by no later than December 2032
Sixth Election	by no later than December 2035.

- 8.2 The Board must ensure that, at a minimum, enrolment to vote at an Election opens at least 4 months before the Election is held.

8.3 The Assembly Chamber may amend or replace the above framework for working out the Election timing. However, it cannot do so if it will mean any person is:

8.3.1 a General Member for a continuous period exceeding 3 years and 6 months without an Election occurring; or

8.3.2 a Reserved Member for a continuous period exceeding 3 years and 6 months without the Traditional Owner Group that selected that Member considering whether the person should remain a Reserved Member under the Appointment Rules.

What must the Board do about Elections?

8.4 After the first Election, in a calendar year in which an Election is due to occur the Board must ensure that:

8.4.1 an Election is held under the Election Rules;

8.4.2 the persons conducting the Election are not Members; and

8.4.3 it uses its best efforts to have Traditional Owner Groups select Reserved Members under the Selection Process, in order to identify the next cohort of Reserved Members by no later than 9 business days after the date of publication of the Election results.

8.5 The Board must publish the Election results by no later than 10 business days after the Election results are decided. The Board must do so by:

8.5.1 posting the Election results on the Assembly's website; and

8.5.2 making good faith efforts to notify each Voter by email or letter.

8.6 The General Members elected in the relevant Election are automatically admitted as General Members of the Assembly and the Reserved Members selected under clause 8.4.3 are automatically admitted as Reserved Members, at 9.00 am, 10 business days after the date of publication of the Election results. Where there is a challenge to the election of any person under the Election Rules:

8.6.1 that person is not admitted as a Member, and is only admitted as a Member at 9.00 a.m. on the day after the challenge has been resolved in that person's favour; and

8.6.2 if the challenge is not resolved in that person's favour, the person is not a Member and a "casual vacancy" is deemed to arise.

How long do Members hold office?

8.7 Each Member will hold office until the next admission of Members after an Election, which usually will be approximately 3 years, with the exception being the Members admitted after the first Election, which could be up to approximately 4 years.

Re-election, re-appointment and maximum term as Member

8.8 A Member is eligible for re-election or re-appointment as a General Member or Reserved Member. However:

8.8.1 the Election Rules and Appointment Rules (as applicable) must be complied with; and

- 8.8.2 where a Member has held office for two consecutive terms (and, to avoid doubt, a Member's term when filling a casual vacancy is one term for these purposes), a Member can only be re-elected or re-appointed if at least three years have passed since they were last a Member.
- 8.9 Provided that clause 8.8.2 is complied with, a former Reserved Member may be appointed as a Reserved Member or elected as a General Member, and former General Member may be appointed as a Reserved Member or elected as a General Member.

9. NEW MEMBERS AND BY-ELECTIONS

The total number of Members may change

- 9.1 The total number of Members may change due to:
- 9.1.1 changes to electoral boundaries and/or Regions occurring under the Region Rules, resulting in one or more additional General Members needing to be admitted to membership;
 - 9.1.2 any additional traditional owner groups achieving formal recognition, resulting in a one or more additional Reserved Members needing to be admitted to membership; or
 - 9.1.3 a Traditional Owner Group stops being a Traditional Owner Group, resulting in a Reserved Member stopping being a Member.

How to admit additional Reserved Members to membership

- 9.2 If one or more additional Reserved Members needs to be admitted to membership, the Board must:
- 9.2.1 request the additional Traditional Owner Group to promptly select a person under a Selection Process; and
 - 9.2.2 promptly admit each of the individuals who are selected as Reserved Members.

How to admit additional General Members to membership

- 9.3 If an additional General Member needs to be admitted to membership, including because clause 8.6.2 applies, the Board must promptly:
- 9.3.1 commence a By-election under the Election Rules, with the aim of publishing the By-election results within 6 months of the date of the change to the electoral boundaries and/or Regions occurring; and
 - 9.3.2 admit as General Members each of the individuals who are so elected.
- 9.4 However, the Board does not have to conduct a By-election if an Election is due to occur within 12 months commencing on the change to the electoral boundaries and/or Regions.

10. WHAT HAPPENS IF THERE IS A CASUAL VACANCY?

Casual vacancies: Reserved Members

- 10.1 If a Reserved Member stops being a Member, a "casual vacancy" is deemed to arise.

- 10.1.1 The casual vacancy is to be filled by the Traditional Owner Group that selected that Reserved Member, by notice in writing.
- 10.1.2 The Traditional Owner Group must do so under the Selection Process.
- 10.1.3 On receipt of such notice from the Traditional Owner Group, the Board must promptly admit the person set out in the notice as a Reserved Member.

Casual vacancies: General Members

- 10.2 If a General Member stops being a Member, a "casual vacancy" is deemed to arise. The casual vacancy is to be filled as follows:
 - 10.2.1 if the casual vacancy is within 18 months of the Members' Admission or the most recent Election:
 - (a) the Board must ensure that an independent person undertakes a countback of the votes from the most recent Election under the Countback Rules; and
 - (b) the Board must promptly admit as a General Member the person elected under the Countback Rules if they consent to become a Member.
 - 10.2.2 if the casual vacancy is unable to be filled under clause 10.2.1 or is not less than 18 months after the Members' Admission or the most recent Election, the Assembly Chamber will decide whether, and if applicable how, the casual vacancy is to be filled. The Assembly Chamber can resolve to:
 - (a) hold a By-election in the Region. The Board must promptly admit the successful candidate as a General Member following receipt of the By-election results; or
 - (b) not fill the vacancy, but only if there is 6 months or less until the next Election.

11. HOW DOES MEMBERSHIP STOP?

Overview

- 11.1 A Member stops being a Member if they resign (as set out below), they are removed (as set out below) or immediately on any Termination Event occurring.

How does a Member resign?

- 11.2 A Member may resign from the Assembly by giving written notice to the Assembly.
 - 11.2.1 The Assembly must promptly advise all Members in writing of the resignation.
 - 11.2.2 The resignation takes effect:
 - (a) on receipt of the notice by the Assembly; or
 - (b) on a later date in the notice (but not later than the next Election).

How can a Member be censured, suspended or removed?

- 11.3 If the Board decides that a Member has done or failed to do anything, or otherwise been involved in anything, which is inconsistent with any part of the Members' Charter, the Board may call the Assembly Chamber to consider:

11.3.1 censuring the Member;

11.3.2 suspending the Member for a period of no more than two months, during which time the Members' rights as a Member will be suspended and they will not be permitted to attend Assembly Chambers or Board meetings (if they are a Director); or

11.3.3 imposing any other sanction on the Member that is consistent with this constitution and the law.

This is called **imposing a sanction** on a Member.

- 11.4 If the Board thinks fit, it may call the Assembly Chamber to consider removing a Member from membership. The Board must first decide that the Member is no longer considered suitable for membership of the Assembly. This may include where (in the Board's opinion):

11.4.1 the Member no longer satisfies the eligibility criteria set out in the Election Rules or the Appointment Rules (as applicable);

11.4.2 the Member has been absent from two consecutive Assembly Chambers, or three Assembly Chambers in a consecutive period of 12 months (whether or not including any AGMs) without the Board's consent or without reasonable excuse; or

11.4.3 the Member has otherwise done or failed to do anything, or otherwise been involved in anything:

(a) which is inconsistent with any part of the Members' Charter; or

(b) which has adversely affected the Assembly's interests or has the potential to do so.

- 11.5 Before the Board recommends imposing a sanction on a Member or the removal of a Member from membership, the Board must notify the Member in writing that:

11.5.1 the Board is considering making such a recommendation to the Assembly Chamber because of acts or omissions of the Member, which the Board must specify in the notice; and

11.5.2 the Member can provide the Board with a written explanation for the Member's acts or omissions that are of concern to the Board within 10 business days of the date of the Board's notice to the Member,

and if the Member gives a written explanation within that time, the Board must consider the Member's explanation and then decide whether or not to call an Assembly Chamber to decide the matter. If the Board decides to call an Assembly Chamber, the notice of Assembly Chamber must include details of the Member's acts or omissions and the fact that the Board has given the Member an opportunity to respond and has considered any timely response received from the Member.

- 11.6 Subject to clause 11.5, the Board does not have to give reasons to any person for recommending imposing a sanction on a Member or the removal of a Member from membership. However, the Board:
- 11.6.1 must provide details of any proposed sanction when calling the Assembly Chamber; and
 - 11.6.2 may ask the Assembly Chamber to decide whether to impose a sanction on the Member or instead remove the Member from membership.
- 11.7 The Board must call the Assembly Chamber to consider removal of a Reserved Member from membership, if the following occurs.
- 11.7.1 The Board receives a written notice from the board of a Traditional Owner Group. The notice must reflect a formal decision of the members of the Traditional Owner Group requesting that:
 - (a) the Assembly Chamber pass a resolution to remove the Reserved Member it selected from membership; and
 - (b) the Board then appoint an individual, selected by that Traditional Owner Group under the Selection Process, as a Reserved Member.
 - 11.7.2 The Board must advise Members when convening the Assembly Chamber of the notice from the Traditional Owner Group. The Board does not need to circulate a copy of that notice or summarise its contents.
- 11.8 The Board must give at least 40 business days' written notice to the Member of any Assembly Chamber to consider imposing a sanction on the Member or removing the Member from membership. However, the Board may, as it thinks fit but acting reasonably, resolve that:
- 11.8.1 the Member's acts or omissions are extremely serious or otherwise bring the Assembly into disrepute;
 - 11.8.2 a shorter period of notice of such Assembly Chamber is appropriate; and
 - 11.8.3 in such a case:
 - (a) the Board, acting reasonably, may give a shorter period of notice it thinks fit to all Members (and, to avoid doubt, if the Member is also a Director, the Board must comply with section 203D of the Corporations Act); and
 - (b) the Member may require the Board to give to Members and read out at the Assembly Chamber a written statement. This statement must be sent to the Board before the Assembly Chamber. If the Board decides on reasonable grounds that this right is being abused in a way that adversely affects a Member or the Assembly, including to defame a person, the Board may, as it thinks fit:
 - (A) redact the statement and send out the redacted copy, and then read out the redacted statement at the Assembly Chamber; or
 - (B) not send out the statement and not read out the statement at the Assembly Chamber.

How can the Member put their case to the Assembly Chamber?

- 11.9 The Member may give a written statement to the Board not less than 20 business days before the date of the proposed Assembly Chamber, unless clause 11.8.3 applies.
- 11.10 Where a Member requests that the statement be given to the Members, the Board must include in the notice of resolution given to the Members:
- 11.10.1 that the statement has been made, if the written statement is received within time;
 - 11.10.2 whether Dispute resolution processes have been applied and/or completed (but only if the matter relates to a Dispute);
 - 11.10.3 a copy of the statement;
 - 11.10.4 the requirements in this clause do not apply if the Assembly receives the statement after the time set out in clause 11.8.3(b) or clause 11.9, as applicable; and
 - 11.10.5 if a copy of the statement is not sent to Members for whatever reason, the Member may require the statement be read out at the Assembly Chamber. The Member may also be heard orally at the Assembly Chamber.
- 11.11 Despite the previous clauses, if the Board decides on reasonable grounds that the rights in clause 11.10 are being abused in a way that adversely affects a Member or the Assembly, including to defame a person, the Board may, as it thinks fit:
- 11.11.1 redact the statement and send out the redacted copy, and then read out the redacted statement at the Assembly Chamber; or
 - 11.11.2 not send out the statement and not read out the statement at the Assembly Chamber.

How is a censure, suspension or removal imposed by the Assembly Chamber?

- 11.12 A Member is censured or suspended or has a sanction imposed on them if a Special Majority Resolution to that effect is passed at an Assembly Chamber called under clause 11.
- 11.13 A Member stops being a Member if a Special Majority Resolution is passed to remove them, at an Assembly Chamber called under clause 11.

What special rules apply where a Reserved Member is removed?

- 11.14 Where a Reserved Member is removed from membership:
- 11.14.1 the Board must promptly appoint the person named in the written notice from the Traditional Owner Group as the proposed replacement as a Reserved Member, if the person:
 - (a) consents to become a Member; and
 - (b) satisfies the membership requirements under the Appointment Rules and this constitution; and
 - 11.14.2 if no proposed replacement is named in the written notice, or clause 11.14.1 is not satisfied or is not applicable, the Board must:

- (a) promptly invite the Traditional Owner Group to hold a Selection Process; and
- (b) appoint the replacement selected as a Reserved Member promptly after the Board receives written notice from the Traditional Owner Group, but only if the person:
 - (A) consents to become a Member; and
 - (B) satisfies the membership requirements under the Appointment Rules and this constitution.

What are the other consequences of censure, suspension or removal from membership?

11.15 If a Member is censured or suspended under this Constitution, the Board must, when so directed by the Assembly Chamber:

11.15.1 suspend any payment of sitting fees or stipend to the Member for a period of not more than two months;

11.15.2 suspend any payment of Director fees to the Member (if they are a Director) for a period of not more than two months;

11.15.3 decide not to reimburse the Member for relevant expenses under this constitution, or pay such expenses on the Member's behalf;

11.15.4 make a public announcement about the censure or suspension of the Member, and any consequences under clause 11.3.

11.16 If a Member is removed from membership, the Board:

11.16.1 must cease paying any sitting fees or stipend to the former Member for the period after the date they stopped being a Member;

11.16.2 must cease paying any Director fees to the former Member (if they were a Director immediately prior to their removal) for the period after they stopped being a Member;

11.16.3 may make a public announcement about the removal of the Member, and any consequences under clause 11.3.

PART D: THE ASSEMBLY CHAMBER

Part D sets out the rules about:

- How meetings of Members, referred to as the "Assembly Chamber", can be called, held and cancelled.
- The role and powers of the Chairperson at the Assembly Chamber.

The Directors can call an Assembly Chamber

11.17 A meeting of the Assembly is called the **Assembly Chamber**. The Assembly Chamber can be called by the number of Directors equal to one half of the number of Directors holding office at the time (rounded up to the next highest whole number). This clause does not limit clause 37.2.2.

The Members may call an Assembly Chamber

- 11.18 The Board must call the Assembly Chamber if requested by Members under the Corporations Act. The Board must do so by following the Corporations Act.

Giving notice of an Assembly Chamber

- 11.19 The Board may give notice convening the Assembly Chamber by any form of communication permitted by the Corporations Act.

11.19.1 The notice must set out:

- (a) the place, the day and the hour of the Assembly Chamber;
- (b) the general nature of the business to be transacted; and
- (c) any other matters as are required by the Corporations Act.

- 11.20 If the Assembly Chamber is to be held in two or more places, the notice must state the technology that will be used to facilitate the Assembly Chamber.

- 11.21 The accidental omission to give notice to, or the non-receipt of a notice by, a person does not invalidate a resolution passed by the Assembly Chamber.

Who can cancel an Assembly Chamber?

- 11.22 The Board may cancel the Assembly Chamber by giving notice to all persons entitled to receive notice of the Assembly Chamber. It must do so at least five business days before that Assembly Chamber.

- 11.23 However, the Board may not cancel an Assembly Chamber if:

11.23.1 it is a general meeting which the Board is required to call and hold under the Corporations Act; or

11.23.2 the Board cancelled the previous Assembly Chamber.

12. HOW MANY MEMBERS MUST BE PRESENT?

- 12.1 The Assembly Chamber may not do anything unless enough Members are present (a **quorum**).

12.1.1 The quorum is one half of the total number of Members entitled to vote at the Assembly Chamber (whether present in person or by proxy), rounded up to the next highest whole number.

12.1.2 If a quorum is not present within half an hour from the time for the Assembly Chamber or a longer period allowed by the chairperson:

- (a) if the Assembly Chamber was called by or on the requisition of Members, it must be dissolved;
- (b) otherwise, it must stand adjourned to the same day in the next week at the same time and place, or to another day and at another time and place decided by the Board; and

- (c) not less than five business days' notice of the adjourned Assembly Chamber must be given in the same way notice was given of the original Assembly Chamber.
- 12.2 At the adjourned Assembly Chamber, the same quorum in clause 12.1.1 applies. However, if a quorum is not present within half an hour after the time for the Assembly Chamber, or a longer period allowed by the chairperson, the Assembly Chamber must be dissolved.

WHAT IS THE CHAIRPERSON'S ROLE?

Does the Assembly Chamber need a chairperson?

- 12.3 Every Assembly Chamber must be chaired by a chairperson. The chairperson for the first Assembly Chamber after the Members' Admission is chosen under clause 22.2.6.

Who is the chairperson at an Assembly Chamber?

- 12.4 The chairperson will be decided as follows:
 - 12.4.1 if the Assembly Chamber has elected a Chair and a Deputy Chair, the Chair is to chair the Assembly Chamber. If the Chair is not present within 15 minutes after the time appointed for holding the Assembly Chamber, or is unwilling to act:
 - (a) first, the Deputy Chair (if present and willing to act) must chair that Assembly Chamber; and
 - (b) secondly, the Directors present must choose one of their number to chair that Assembly Chamber;
 - 12.4.2 if the Assembly Chamber has elected Co-Chairs, the relevant Co-Chair is to chair the Assembly Chamber. If the Co-Chair whose turn it is to chair the Assembly Chamber is not present within 15 minutes after the time appointed for holding the Assembly Chamber, or is unwilling to act:
 - (a) first, the other Co-Chair (if present and willing to act) must chair that Assembly Chamber; and
 - (b) secondly, the Directors present must choose one of their number to chair that Assembly Chamber; and
 - 12.4.3 if there is no Chair or Deputy Chair present or neither Co-Chair is present (as applicable), and there are no Directors present or if all Directors present decline to chair the Assembly Chamber, the Members present in person or by proxy must elect one of those Members to chair that Assembly Chamber.

What is the chairperson's role at the Assembly Chamber?

- 12.5 The chairperson's role is to conduct the Assembly Chamber in an orderly and proper manner and ensure that there is an adequate opportunity for reasonable discussion by the Assembly Chamber about any question before the Assembly Chamber. The chairperson's ruling on all matters relating to the order of business, procedure and conduct of the Assembly Chamber is final. However, this provision is subject to the other clauses of this constitution.
- 12.6 The chairperson may admit any person to the Assembly Chamber as an observer.

- 12.6.1 However, the chairperson must first get an Ordinary Majority Resolution of the Assembly Chamber permitting this.
- 12.6.2 An observer is not permitted to vote at the Assembly Chamber, but may speak at the Assembly Chamber if so permitted by an Ordinary Majority Resolution of the Assembly Chamber.
- 12.6.3 The chairperson may rule that an observer must leave the Assembly Chamber, and the person must do so. The chairperson is not required to give reasons for making that ruling.
- 12.7 The chairperson may temporarily vacate the chair in favour of another person present at any time and for any reason they see fit.
- 12.7.1 The chairperson must do so if the Members are voting on:
- (a) the chairperson's election or re-election as a Chair, Deputy Chair, Co-Chair or Director;
 - (b) imposing any sanction on the chairperson; or
 - (c) any fee or payment to the chairperson (other than any payment as a Member).
- 12.8 In order to conduct an Assembly Chamber in an orderly manner, the chairperson may, acting reasonably:
- 12.8.1 first, give a person a warning that their behaviour is inappropriate, intimidating or disruptive and must cease;
- 12.8.2 secondly, if a person's behaviour remains inappropriate, intimidating or disruptive after giving them a warning, ask the person to show cause why they should not be expelled from the Assembly Chamber for an appropriate period; and
- 12.8.3 thirdly, if a person's behaviour remains inappropriate, intimidating or disruptive after considering any reasons given by the person (or if the person did not give reasons), expel the person from the Assembly Chamber and not permit them to return for an appropriate period,
- if the chairperson reasonably considers that the person's conduct is inappropriate, intimidating or disruptive. Such conduct in an Assembly Chamber includes:
- 12.8.4 the use of offensive or abusive language or disruptive behaviour;
- 12.8.5 being under the adverse influence of any kind of drug, or using or consuming any non-prescribed drug, at the Assembly Chamber; and
- 12.8.6 possession of any article, including a recording device or other electronic device or a sign or banner, which the chairperson considers is dangerous, offensive or disruptive or likely to become so.
- 12.9 The chairperson does not need to provide a warning or ask a person to show cause, if in the circumstances the chairperson reasonably considers that it is necessary to act immediately and to expel a person from the Assembly Chamber so as to preserve physical safety at the Assembly Chamber.

- 12.10 However, if the chairperson rules that a Member or an observer is to leave, and at least five Members of the Assembly Chamber promptly request a vote of the Assembly Chamber to consider this ruling, then the Assembly Chamber must promptly consider and vote on whether this ruling should be overturned. If the Assembly Chamber by Ordinary Majority Resolution votes that the ruling is overturned the person may re-enter the Assembly Chamber.

13. HOW IS THE ASSEMBLY CHAMBER ADJOURNED?

- 13.1 The chairperson must adjourn the Assembly Chamber to another time and to another place if the Assembly Chamber votes in favour of adjourning.

13.1.1 The only business of any adjourned Assembly Chamber is the business left unfinished at the Assembly Chamber that was adjourned.

13.1.2 When the Assembly Chamber is adjourned for:

- (a) 20 business days or more, notice of the adjourned Assembly Chamber must be given as the same way as a usual Assembly Chamber; and
- (b) less than 20 business days, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned Assembly Chamber, however notice of time and location must be given.

14. HOLDING THE ASSEMBLY CHAMBER USING TECHNOLOGY

- 14.1 The Assembly Chamber may be held at two or more places at the same time using any technology that gives the Members a reasonable opportunity to participate in the Assembly Chamber.

14.1.1 To avoid doubt, the Board may allow the Members to participate in the Assembly Chamber using technology and without travelling to the place of the Assembly Chamber.

PART E: VOTING AT THE ASSEMBLY CHAMBER

Part E sets out:

- The preference for Members to make decisions by Consensus, where this is practicable.
- How voting occurs at the Assembly Chamber, which ordinarily involves a show of hands unless a poll is demanded. A poll involves voting at the Assembly Chamber, where polling slips are completed and counted and the Member voting is not identified.
- How Members can pass resolutions in writing, without calling and holding the Assembly Chamber.
- How Ballots may be conducted outside of an Assembly Chamber.
- The required number of votes to pass resolutions. Unless the constitution or Corporations Act say otherwise, the Assembly Chamber may pass a resolution by Ordinary Majority Resolution, which means that it must be passed by not less than 60% of the votes cast by Members who are present and entitled to vote. Certain resolutions can only be passed as Special Majority Resolutions, and require (among other things) 75% of the votes cast by Members to be in favour. Where a Super Majority Resolution is required to pass a particular resolution, this means that at least 75% of the total number of Members who are entitled to vote on that resolution must vote in favour of it.

15. DECISION-MAKING BY CONSENSUS WHERE PRACTICABLE

15.1 Where practicable, the Members must try to reach agreement by Consensus about any proposed resolution of the Assembly Chamber.

15.1.1 If agreement on the form of the resolution is reached by Consensus, a resolution in that form must be put to the Assembly Chamber.

15.1.2 If agreement is not reached within a time reasonably determined by the chairperson, then a resolution permitted by clause 16.1 in a form decided by the chairperson will be put to the Assembly Chamber.

16. VOTING AT THE ASSEMBLY CHAMBER

16.1 The Assembly Chamber may pass a resolution by Ordinary Majority Resolution, unless this constitution or the Corporations Act provides otherwise.

16.2 Generally, this means that the following approval thresholds apply for decisions of the Assembly Chamber:

Required level of approval	Which decisions?
Super Majority Resolution	Amending this constitution (clause 59.6). Adopting criteria for the definition of "Traditional Owner Group" (clause 65.1).
Special Majority Resolution	Censuring, suspending or imposing a sanction on a Member, or removing a Member from membership (clause 11). Adopting revised Region boundaries proposed by a panel (under the version of the Region Rules attached to this constitution when the Assembly was set up).
Special Corporations Act approval process in clauses 59.7 and 59.8.	Changing Reserved Members' or General Members' rights as a class.
ordinary resolution under the Corporations Act	Removing a Director or the Chair or Deputy Chair or a Co-Chair from office by following the process set out in section 203D Corporations Act (clause 27.1).
Ordinary Majority Resolution	All other decisions of the Assembly Chamber.

How do Members vote at the Assembly Chamber?

16.3 At the Assembly Chamber, a resolution put to the vote must be decided on a show of hands, unless there is a poll or a Ballot.

16.4 However, if a poll:

16.4.1 is demanded before that vote is taken or before the result is declared or immediately after the result is declared, then a poll is to be taken.

16.4.2 is not demanded, then:

- (a) a statement by the chairperson that a resolution on a show of hands has been carried, carried unanimously, by a particular majority, or is lost; and
 - (b) an entry to that effect in the Assembly Chamber's records of proceedings,
- is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Who can ask for a poll at the Assembly Chamber?

16.5 A poll may be demanded by either:

16.5.1 the chairperson; or

16.5.2 any Member entitled to vote on the resolution.

16.6 A poll demanded for electing a chairperson or adjourning an Assembly Chamber must be taken immediately after it is demanded.

16.7 A poll must be taken by a vote in writing, which to avoid doubt includes voting by electronic means at the Assembly Chamber.

16.7.1 The chairperson must ensure that each Members' vote on a poll is kept confidential.

16.7.2 The result of the poll is deemed to be a resolution of the Assembly Chamber.

16.8 The demand for a poll may be withdrawn.

16.9 The demand for a poll does not prevent the meeting continuing to do other business apart from the question which the poll is about.

Every Member has one vote

16.10 Every Member has one vote. To avoid doubt:

16.10.1 on a show of hands, every Member present in person or by proxy has one vote;

16.10.2 on a poll, every Member present in person or by proxy has one vote; and

16.10.3 on a Ballot, every Member has one vote.

The chairperson does not have a casting vote

16.11 In a case of any tied vote or poll, the chairperson of the Assembly Chamber does not have a second or casting vote (in addition to any votes they have as a Member or as a proxy of a Member), and the motion fails.

What if a Member wants to object to someone's right to vote?

16.12 A Member may object to another Member's right to vote only at the Assembly Chamber, or adjourned Assembly Chamber, at which the other Member's vote is being included in the vote taken.

16.13 An objection may only be made on the grounds that the other Member is not eligible to vote under this constitution or at law. The Member making the objection must provide reasons or evidence in support of their objection that the other Member is not entitled to vote under this constitution or at law.

16.13.1 The Member (or if the Member has appointed a proxy, that proxy) whose right to vote is being objected to must:

- (a) be informed of the objection (if present at the Assembly Chamber or adjourned Assembly Chamber) at that Assembly Chamber; and
- (b) be given the opportunity to respond to the objection at that Assembly Chamber.

16.13.2 However, the chairperson does not have to adjourn that Assembly Chamber to provide the Member or their proxy with additional time to respond.

16.13.3 The objection and reasons or evidence, and any response to the objection, must be given to the chairperson. The chairperson must consider the objection and reasons or evidence when making their decision, and the chairperson's decision is final. However, the chairperson must provide the Assembly Chamber and the Member whose right to vote is being challenged with reasons for the chairperson's decision, having regard to this constitution and applicable law.

16.13.4 A vote which is not disallowed is valid.

16.13.5 To avoid doubt, this does not override any processes set out in the Election Rules about Voter qualification in Elections.

16.14 However, if the chairperson allows an objection to a Member's right to vote, and at least five Members of the Assembly Chamber promptly request a vote of the Assembly Chamber to consider this ruling, then the Assembly Chamber must promptly consider and vote on whether this ruling should be overturned in light of the chairperson's reasons for their decision. If the Assembly Chamber by Ordinary Majority Resolution votes that the ruling is overturned, then the person may vote.

17. MEMBERS CAN PASS RESOLUTIONS BY A RESOLUTION IN WRITING

17.1 A resolution in writing signed by all Members entitled to vote on the resolution is valid as a decision of the Members passed at the Assembly Chamber.

17.2 A resolution in writing may consist of substantially similar documents:

17.2.1 Each document must be signed by at least one Member.

17.2.2 If signed by more than one Member, it takes effect on the latest date on which a Member signs the document.

17.2.3 Alternatively such a resolution may consist of each Member affirming by electronic means that they support the proposed resolution, and a document produced by mechanical or electronic means under the name of a Member with the Member's authority is considered a document in writing signed by the Member and is deemed to be signed when received in readable form.

17.2.4 A document generated by electronic means:

- (a) which purports to be a copy or facsimile of a resolution of Members is to be treated as a resolution in writing; or
- (b) which has a copy or facsimile of a signature is to be treated as signed.

17.2.5 If a resolution in writing is signed or authorised by a proxy of a Member, it must not also be signed or authorised by the appointing Member and vice versa.

18. VALIDITY OF ACTS OF MEMBERS

- 18.1 All acts done by the Assembly Chamber or by a person acting as a Member, including where the person is counted in a quorum, and all Ballots, are valid even if it is later discovered that the person had ceased to be a Member.

19. MEMBERS CAN VOTE BY BALLOTS

What are the general rules about Ballots?

- 19.1 These provisions concerning Ballots are subject to the requirements of the Corporations Act and the law.
- 19.2 The Board may put any question or proposed resolution including the proposed election of any Director to a Ballot of the Members.
- 19.2.1 However, this does not apply to the first election of Directors after the Members' Admission, which must be by a poll at an Assembly Chamber.
- 19.3 A resolution of Members decided by Ballot is deemed to be a resolution of the Assembly Chamber.
- 19.4 A Ballot may be held in any way that the Board thinks fit, including an on-line vote, subject to the following:
- 19.4.1 the Polling Date must be a date that is not more than 40 business days, and not less than 10 business days, before the relevant Assembly Chamber;
 - 19.4.2 the Ballot must be a secret ballot, and the Board must take all reasonable steps to make sure the way it is taken will keep its secrecy;
 - 19.4.3 a Ballot may be held by post, by facsimile or other electronic means, as the Board thinks fit;
 - 19.4.4 a Ballot must not be combined with any other method of voting (for example, voting at the Assembly Chamber);
 - 19.4.5 every Ballot must be held by a returning officer appointed by the Board:
 - (a) the returning officer may be any type of person or entity, but must not be a Member, Director, Chair, Deputy Chair or Co-Chair; and
 - (b) if the Board does not appoint a returning officer, or if the person appointed by the Board cannot or will not act, a Secretary must act as returning officer; and

- 19.4.6 the returning officer must only count votes received before 5.00 pm on the Polling Date. All votes received after that time are invalid and must be disregarded.
- 19.5 The Ballot paper or on-line vote (and any relevant background material that accompanies it) must set out:
- 19.5.1 which type of resolution it is (namely, an Ordinary Majority Resolution, Special Majority Resolution or a Super Majority Resolution); and
- 19.5.2 the wording of the resolution, and
- the resolution must achieve the votes for an Ordinary Majority Resolution, a Special Majority Resolution or a Super Majority Resolution (as applicable) in order to be validly passed.
- 19.6 To avoid doubt, if there is a tied vote, the proposed resolution is lost. The Chair or a Co-Chair (as applicable) does not have a second or casting vote in addition to any votes they may have as a Member or as a proxy of a Member.
- 19.7 The Board must make reasonable and genuine efforts to ensure that Members receive Ballot papers. If this requirement is met, no resolution or other question decided by Ballot is invalid merely because there has been an accidental omission to give the Ballot paper or other relevant material to a Member, or a Member has not received those documents.
- 19.8 An objection to a Member's right to vote in a Ballot must be referred to the Chair or the Co-Chairs (as applicable) at least ten business days before the Polling Date, along with reasons or evidence in support of their objection that the other Member is not entitled to vote under this constitution or at law.
- 19.8.1 The Chair or the Co-Chairs (as applicable) must:
- (a) promptly give the Member whose right to vote is being objected to notice of the objection; and
 - (b) advise that Member they must respond to the objection no later than five business days before the Polling Date.
- 19.8.2 To avoid doubt, the chairperson does not have to adjourn the Polling Date to provide the Member with additional time to respond.
- 19.8.3 When making their decision, the Chair or Co-Chairs (as applicable) must consider the objection and any response to the objection that is received no later than five business days before the Polling Date. The decision of the Chair or both Co-Chairs (as applicable) is final and must be immediately published to all Members, along with reasons for the decision.
- 19.8.4 A vote not disallowed is valid for all purposes.
- 19.8.5 However, if the Chair or both Co-Chairs (as applicable) allow an objection to a Member's right to vote, and at least five Members of the Assembly Chamber promptly request a vote of the Assembly Chamber to consider this ruling, then the Assembly Chamber must be called in sufficient time for the Ballot to proceed and must promptly consider and vote on whether this ruling should be overturned in light of that evidence. If the Assembly Chamber by Ordinary Majority Resolution votes that the ruling is overturned, then the person may vote in the Ballot.

19.9 The Board may decide, as it thinks fit:

19.9.1 the form of the Ballot and the form and content of any material to go with the Ballot paper;

19.9.2 the Polling Date;

19.9.3 how objections about a Ballot must be raised, and the way in which any such disputes will be resolved; and

19.9.4 all other matters about the Ballot.

What rules apply to an election of Directors held by Ballot?

19.10 If there is a Ballot to elect Directors, the following rules also apply:

19.10.1 The requirements of clauses 24.1.1 to 24.7 apply for all nominations for the position of Director during the Subsequent Board Phase.

19.10.2 When electing a Director by Ballot, who will take office at the close of the next Assembly Chamber:

(a) the Polling Date must be a date that is not more than 40 business days, and not less than 10 business days, before that Assembly Chamber;

(b) all persons must use best efforts to ensure that the outcome of the Ballot will be determined at least 5 business days before that Assembly Chamber; and

(c) a Director (other than a retiring Director seeking re-election) elected by a Ballot will only commence to hold office from the close of that Assembly Chamber.

19.10.3 Where the number of Final Nominations for the position of Director is equal to or less than the number of vacant positions to be filled by the Members in a Ballot:

(a) subject to the Gender Quota being met, each of those Final Nominations will be deemed to be elected; and

(b) a Ballot will not be held.

19.10.4 Where a Ballot is held, the Board must ensure that the Ballot given to Members:

(a) contains the names of each of the Final Nominations for election in alphabetical order (by last name);

(b) sets out the number of vacancies to be filled, and

(c) enables each Member to specify the way in which the Member votes on each proposed resolution.

19.10.5 The Board may also cause the Ballot to have an explanatory statement setting out any information the Board thinks fit. However, the explanatory statement must not endorse one candidate or group of candidates over another candidate or group of candidates.

19.10.6 To avoid doubt:

- (a) the Gender Quota applies to an election of Directors by a Ballot; and
- (b) if there are no Gender Quota Rules when the Ballot is taken, all references to the Gender Quota in clause 19.10 must be disregarded.

19.10.7 Subject to the Gender Quota being met:

- (a) elected Board positions will be decided by an optional preferential voting system so that Board positions are filled by candidates with the highest number of votes in descending order; and
- (b) if two or more candidates receive an equal number of votes under the Ballot, (other than where no votes are cast in favour of the election of any of those candidates) the Secretary (or their nominee) will:
 - (A) put the names of those candidates in a box;
 - (B) withdraw the names from the box in public without looking in the box; and
 - (C) read out each name as it is withdrawn from the box, and the order in which the names are withdrawn is the order in which those candidates are to be elected in the Election.

19.10.8 However, if the Gender Quota will be breached by the election of any candidate withdrawn from the box, that candidate will be deemed invalid and the next candidate withdrawn from the box which complies with the Gender Quota will be elected and the Secretary (or their nominee) will so advise the Assembly Chamber of those elected.

19.10.9 If the Gender Quota is still not met, the Gender Quota Rules will be used to work out who is elected in that Ballot, updated as necessary for elections of Directors under this constitution.

20. WHO CAN APPOINT A PROXY?

Members can appoint proxies

- 20.1 Each Member entitled to vote may appoint another person as their proxy to attend and vote at an Assembly Chamber instead of the Member. However, where a vote is held by Ballot, only Members may vote (and a proxy cannot vote).
- 20.2 If a Member appoints a proxy, this does not remove or reduce the Member's duties under this constitution or the Members' Charter.
- 20.3 A proxy has all the powers of a Member at the Assembly Chamber, unless:
 - 20.3.1 the Member puts restrictions in the document appointing the proxy, in which case such restrictions apply; or
 - 20.3.2 the constitution expressly states otherwise.

How does a Member appoint a proxy?

- 20.4 A proxy need not be or be associated with a Member.
- 20.5 A document appointing a proxy:
- 20.5.1 must be in writing and signed by the Member;
 - 20.5.2 may say how the proxy is to vote and, if so, the proxy is not entitled to vote any other way; and
 - 20.5.3 may have other restrictions which the proxy must follow.
- 20.6 For a proxy to be appointed, a Member must give the Assembly:
- 20.6.1 the document appointing the proxy; and
 - 20.6.2 if the appointment is signed by a Member's attorney, the document (or a certified copy) authorising the attorney to sign the proxy document (even if previously provided to the Assembly).
- 20.7 Those documents must be received at the Office (or at another place or electronic address specified for that purpose in the notice of the Assembly Chamber) not less than 48 hours before the Assembly Chamber.
- 20.8 If an Assembly Chamber has been adjourned, an appointment and any authority received by the Assembly at least 48 hours before the resumption of the Assembly Chamber are effective for the resumed part of the Assembly Chamber.
- 20.9 A proxy document is invalid if it is not given to the Assembly before an Assembly Chamber as required by this constitution.

What happens if a Member wants to cancel a proxy?

- 20.10 To cancel a proxy a Member must give notice in writing and it must be received at the Office before the Assembly Chamber or adjourned Assembly Chamber that the proxy is to vote at.
- 20.11 A vote given under the terms of a proxy document is valid despite:
- 20.11.1 the previous death or unsoundness of mind of the Member; or
 - 20.11.2 the revocation of the proxy or of the authority under which the proxy document was executed,
- unless the notice in writing has been received at the Office before the Assembly Chamber or adjourned Assembly Chamber.

PART F: BOARD PHASES AND APPOINTMENT AND REMOVAL OF DIRECTORS

The Assembly will be led by a Board of up to nine Directors. These Directors are ordinarily elected by the Members or can be appointed in limited circumstances. Part F sets out the rules for:

- The process for Members voting to elect Directors after the Members' Admission, including the nomination process.

- The process for Members to change the minimum and maximum number of Directors after the Members' Admission.
- The process for Members voting to elect Directors following each Election in the Subsequent Board Phase, including the nomination process.
- The rules relating to stopping being a Director, including retiring and replacing Directors.
- The Board's limited power to appoint a person as a Director to fill a casual vacancy.
- The duties of Directors over and above their legal duties.

21. APPOINTMENT AND RETIREMENT OF DIRECTORS

21.1 The phases for the Board are:

Phase	Duration and applicable provisions
Initial Board Phase	The Initial Board Phase commences when the Assembly is set up and ends immediately on the Board Renewal.
Subsequent Board Phase	The Subsequent Board Phase commences immediately after the end of the Initial Board Phase. It continues after that time.

22. WHO ARE THE DIRECTORS IN THE INITIAL BOARD PHASE?

22.1 At the start of the Initial Board Phase, the Board will consist of the Initial Directors.

22.2 During the Initial Board Phase:

- 22.2.1 the number of Initial Directors must not be less than three nor more than five;
- 22.2.2 an Initial Director may at any time resign from office, be removed from office and replaced, or have their office vacated under this constitution;
- 22.2.3 the Board, or if there is only one Initial Director, that Initial Director, may at any time appoint a consenting person to be an Initial Director and who will hold office until the close of the next Assembly Chamber or until the Board Renewal (whichever occurs first);
- 22.2.4 a retiring Initial Director is eligible for re-appointment if they remain a Member;
- 22.2.5 the Initial Directors will elect one of their number to act as Chair; and
- 22.2.6 the Initial Director elected to act as Chair or their nominee will act as chairperson of the Assembly Chamber that is called and held under clause 23, until that Assembly Chamber elects a Chair or Co-Chairs.

23. ASSEMBLY CHAMBER TO VOTE ON NEW DIRECTORS AT FIRST ASSEMBLY CHAMBER

Board Renewal Process

23.1 The Board must call an Assembly Chamber, to be held as soon as possible after the Members' Admission. To avoid doubt, the Board:

23.1.1 must comply with any notice requirements of the Corporations Act; and

23.1.2 may call the Assembly Chamber on short notice if Members with at least 95% of the votes that may be cast at the Assembly Chamber agree beforehand.

Who can nominate for election as a Director?

23.2 This first Assembly Chamber will elect Directors as follows:

23.2.1 any individual who is a Member following the Member's Admission may be elected as a Director;

23.2.2 the Board must call for nominations before issuing the notice of Assembly Chamber;

23.2.3 the Board must give nomination forms to Members;

23.2.4 nominations can be submitted after the issuing the notice of Assembly Chamber including from the floor of that Assembly Chamber; and

23.2.5 the chairperson must accept nominations from the floor of the Assembly Chamber that satisfy the rules in clause 23.3. This means that Members are encouraged to attend the first Assembly Chamber in person, as the proxy form for the first Assembly Chamber may not identify any or all candidates for election as a Director.

What is the process to be elected as a Director?

23.3 Nominations may only be submitted by Members, and must:

23.3.1 be in writing and signed by the proposer and (if not the same as the proposer) the candidate;

23.3.2 have a consent to act as a Director signed by the candidate, as required under the Corporations Act;

23.3.3 set out whether the candidate wishes to stand for election as Chair or Deputy Chair or as a Co-Chair if elected as a Director at the Assembly Chamber;

23.3.4 to the extent the Board permits, have such documents or evidence as to candidate's skills, competencies and experience as the nominee wishes to give; and

23.3.5 be received by the Secretary by no later than 5 business days before the Assembly Chamber or be submitted at the Assembly Chamber to the chairperson.

23.4 A nomination may be withdrawn by the candidate or the proposer before or at the Assembly Chamber by written notice to the Secretary or verbal notice to the chairperson at the Assembly Chamber, which the chairperson can require the person to confirm in writing at the time.

Notice requirements

23.5 The Board must give Members notice of:

23.5.1 all valid nominations that have not been properly withdrawn (**Valid Nominations**) by no later than 4 business days before the date for the first Assembly Chamber which must include a note that further nominations may be received prior to the first Assembly Chamber proceeding to business; and

23.5.2 all nominations properly withdrawn after that time, as promptly as possible.

23.6 At the first Assembly Chamber, and prior to voting on electing Directors, the chairperson of the first Assembly Chamber must:

23.6.1 call for, and accept, any further nominations that satisfy the rules in clause 23.3;

23.6.2 announce all Valid Nominations, including those accepted under clause 23.6.1; and

23.6.3 announce all nominations properly withdrawn.

When does a vote not need to be held?

23.7 Where there are nine or fewer Valid Nominations for the position of Director, each of them is elected and assume office on the close of the first Assembly Chamber. The Secretary will so advise the Assembly Chamber of those elected, and a vote shall not be held.

When and how is a vote held?

23.8 Where a vote is to be held, the Secretary (or their nominee) must prepare a list with only the names of each of the Valid Nominations, in alphabetical order (by last name):

23.8.1 each Member may vote for any number of such Valid Nominations (not exceeding the number of vacancies, which is nine); and

23.8.2 where two or more Valid Nominations have an equal vote (other than where no votes are cast in favour of the election of any of those candidates) the Secretary (or their nominee) will:

(A) put the names of those Valid Nominations in a box;

(B) withdraw the names from the box in public without looking in the box; and

(C) read out each name as it is withdrawn from the box, and the order in which the names are withdrawn is the order in which those Valid Nominations are to be elected in the Election.

However, if the Gender Quota will be breached by the election of any Valid Nomination withdrawn from the box, that Valid Nomination will be deemed invalid and the next Valid Nomination withdrawn from the box which complies with the Gender Quota will be elected and the Secretary (or their nominee) will so advise the Assembly Chamber of those elected.

23.9 Where there are not enough Valid Nominations or the Members do not elect nine Directors, the Board may only appoint Directors to fill vacancies under clause 26.1. Any remaining vacancies may be filled by Members at a subsequent Assembly Chamber.

23.9.1 Before the Assembly Chamber closes, the Directors elected under clause 23.1 must be declared by the Secretary (in the form of individual resolutions that have been passed to elect each of those individuals as Directors). Those newly-elected Directors will assume office on the Board Renewal; and

23.9.2 To avoid doubt, if there are no Gender Quota Rules at the time of an election, all references to the Gender Quota in clause 23 must be disregarded.

23.10 To avoid doubt, at the first Assembly Chamber when the Secretary has advised the Assembly Chamber of all those elected (referred to as the **Board Renewal**):

23.10.1 the Initial Board Phase ends and the Subsequent Board Phase starts;

23.10.2 the office of each Initial Director will immediately end; and

23.10.3 the Board will consist of the new Directors.

24. WHO ARE THE DIRECTORS DURING SUBSEQUENT BOARD PHASE?

Board must call an Assembly Chamber after an Election

24.1 After an Election occurs in the Subsequent Board Phase, the Board must call an Assembly Chamber within 40 business days, or organise a Ballot, to elect Directors as follows:

24.1.1 any Member after the Election may be elected as a Director;

24.1.2 the Board must call for nominations before issuing the notice of Assembly Chamber; and

24.1.3 the Board must give nomination forms to Members so that candidates for election can be identified before the Board gives notice of the Assembly Chamber.

How many Directors are there?

24.2 In the Subsequent Board Phase, the number of Directors must not be less than the statutory minimum of three nor more than nine.

What is a Director's term of office?

24.3 A Director will hold office for a maximum term ending on the Board Declaration after the next-to-occur Election.

24.4 A retiring Director is eligible for re-election or re-appointment if they remain a Member.

How are Directors nominated and elected?

24.5 Nominations may only be submitted by Members, and must:

24.5.1 be in writing and signed by the proposer and (if not the same as the proposer) the candidate;

- 24.5.2 have a consent to act as a Director signed by the candidate, as required under the Corporations Act;
 - 24.5.3 set out whether the candidate wishes to stand for election as Chair or Deputy Chair or as a Co-Chair if elected as a Director at the Assembly Chamber;
 - 24.5.4 have such documents or evidence as to the candidate's skills, competencies and experience as the nominee wishes to give (subject to any word limit imposed by the Board); and
 - 24.5.5 be received by the Secretary by no later than 20 business days before the date of the relevant Assembly Chamber.
- 24.6 A nomination may be withdrawn by the candidate or the relevant proposer at any time before or at the relevant Assembly Chamber by giving written notice to the Secretary.

Notice requirements

- 24.7 The Board must give all Members notice of:
- 24.7.1 all nominations that satisfy the requirements of clause 24.5 and have not been properly withdrawn under clause 24.6 (**Final Nominations**) to Members by no later than 10 business days before the Assembly Chamber; and
 - 24.7.2 all nominations properly withdrawn after that time, as promptly as possible.

When does a vote not need to be held?

- 24.8 Where there are nine or fewer Final Nominations for the position of Director:
- 24.8.1 if the Gender Quota is reached, each of those Final Nominations is deemed to be elected immediately on the Board Declaration, and a vote shall not be held; and
 - 24.8.2 if the Gender Quota is not reached, a vote must be held by means of a show of hands or poll, and the Gender Quota Rules will apply but any references to a "Gender Quota" in the Gender Quota Rules are to be read as being references to the Gender Quota.

When and how is a vote held?

- 24.9 In the Subsequent Board Phase, Directors may be elected by a show of hands or poll at an Assembly Chamber, or by Ballot prior to an Assembly Chamber.
- 24.10 Where the election of Directors is to occur by means of a show of hands or poll at the relevant Assembly Chamber:
- 24.10.1 a list shall be prepared with only the names of each of the Final Nominations, in alphabetical order (by last name), along with the number of vacancies to be filled;
 - 24.10.2 each Member present and voting at the Assembly Chamber shall be entitled to vote for any number of such Final Nominations not exceeding the number of vacancies;
 - 24.10.3 elected Board positions will be decided by an optional preferential voting system so that Board positions are filled by candidates with the highest number of votes in descending order;

24.10.4 if two or more candidates get an equal vote (other than where no votes are cast in favour of the election of any of those candidates), the returning officer will:

- (a) put the names of those Final Nominations in a box;
- (b) withdraw the names from the box in public without looking in the box; and
- (c) read out each name as it is withdrawn from the box, and the order in which the names are withdrawn is the order of election of those Final Nominations in the Election;

24.10.5 if the Gender Quota will be breached by the election of any Final Nomination withdrawn from the box, that Final Nomination will be deemed invalid and the next Valid Nomination withdrawn from the box which complies with the Gender Quota will be elected; and

24.10.6 if the Gender Quota is still not met, the Gender Quota Rules will be used to work out who is elected, updated as necessary for elections of Directors under this constitution.

24.11 Directors elected pursuant to this process will be declared by the chairperson at the Assembly Chamber (in the form of individual resolutions that have been passed to elect each of those individuals as Directors). Those newly-elected Directors will assume office immediately on the close of that Assembly Chamber.

24.12 Where there are not enough Final Nominations or the Members do not otherwise elect enough Directors, the Board may only appoint Directors to fill vacancies under clause 26.1. Any remaining vacancies may be filled by Members at a subsequent Assembly Chamber.

24.12.1 To avoid doubt:

- (a) if there are no Gender Quota Rules at the time of this Election, all references to the Gender Quota in clauses 24.8 and 24.10 must be disregarded; and
- (b) when the Board fills vacancies, it can only fill the number of director positions that were to be elected.

Board Declaration

24.13 Before the Assembly Chamber closes, the Directors elected must be declared by the chairperson of the Assembly Chamber (the **Board Declaration**) and will assume office immediately on the close of that Assembly Chamber. To avoid doubt, when the chairperson makes the Board Declaration:

24.13.1 the office of each Director who holds office before the Board Declaration becomes vacant; and

24.13.2 when the Board Declaration occurs, the Board is the Directors elected under clause 24.

25. HOW DO DIRECTORS RETIRE?

25.1 A Director may retire from office by giving notice in writing to the Assembly.

25.1.1 That notice takes effect the later of the time of giving the notice to the Assembly and any date set out in the notice.

25.2 A Director whose term ends also retires.

25.3 A Director retiring at an Assembly Chamber:

25.3.1 may act as a director until the end of that Assembly Chamber; and

25.3.2 is eligible for re-election or re-appointment to the extent permitted by law and this constitution.

26. THE BOARD HAS A LIMITED POWER TO FILL VACANCIES AND CASUAL VACANCIES

26.1 The Board has a limited power to appoint a Member to be a Director to fill a vacant Board position, including as a consequence of a casual vacancy arising.

26.1.1 This power of appointment may only be used:

- (a) to ensure that the Board consists of a minimum of three Directors; or
- (b) if the Members have directed the Board to exercise this power of appointment by an Ordinary Majority Resolution.

26.1.2 A Member's appointment to the Board commences on the date that the Board passes a resolution to that effect, or any later date in the Board resolution.

26.1.3 A Member's appointment ends at the close of the next Assembly Chamber.

26.1.4 The Board must use its best endeavours to achieve gender representation on the Board equivalent to the Gender Quota, if there are Gender Quota Rules.

26.2 If there is only one Director, that Director may use this power of appointment as if that person were the Board.

27. HOW DOES A DIRECTOR'S OFFICE END?

The Assembly Chamber may remove and replace Directors

27.1 The Assembly Chamber may by ordinary resolution remove a Director from office by following the process set out in section 203D Corporations Act, including its notice requirements, and may by Ordinary Majority Resolution elect another Member as a replacement.

27.1.1 To the extent necessary to comply with the Gender Quota, such a replacement must be non-male identifying if the removed Director is non-male identifying and must be male identifying if the removed Director is male identifying.

How else does a Director's office end?

27.2 In addition to other provisions of this constitution, the office of Director immediately becomes vacant if:

27.2.1 the Director stops being a Member for any reason;

27.2.2 the Director dies or becomes an insolvent under administration;

- 27.2.3 the Director 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;
- 27.2.4 the Director is absent from three Board meetings in any 6 month period without the prior written consent of the Board (not including absences required for ceremonial leave, culturally required leave or to attend to "Sorry Business", including attending the funeral of family or community members); or
- 27.2.5 the Director becomes prohibited from being a director by reason of an order made under any statute, including the ACNC Act or the Corporations Act.

28. DIRECTORS CANNOT APPOINT ALTERNATES

- 28.1 No Director can appoint a person to be an alternate Director in their place, and a Director must not try to do so.

29. OTHER DUTIES OF DIRECTORS

- 29.1 In addition to complying with their legal duties as a director each Director must:
 - 29.1.1 attend Board meetings and Board training sessions;
 - 29.1.2 comply with the Members' Charter;
 - 29.1.3 make themselves reasonably available to be contactable by Members;
 - 29.1.4 meet with Members;
 - 29.1.5 promptly respond to communications from Members; and
 - 29.1.6 strive to meet any key performance indicators or other performance metrics that the Assembly Chamber may by Ordinary Majority Resolution specify for Directors.

PART G: POWERS OF THE BOARD

The Board is made up of the Directors of the Company and is led by the Chair or the Co-Chairs (as decided by the Assembly Chamber after an Election). The Board runs the day to day operations of the corporation and implements the decision of the Assembly Chamber. Part G sets out the rules about:

- The powers given to the Board and to the Assembly Chamber respectively.
- The special framework for making decisions on Treaty-Related Matters.
- The Board's power to adopt By-Laws that are binding on the Directors and the Members.

30. WHAT ARE THE POWERS OF THE BOARD?

General reservation of power to the Board

- 30.1 The Board may exercise all those powers of the Assembly as are not, by the Corporations Act or by this constitution or the Region Rules, required to be exercised by the Assembly Chamber or otherwise.

Decision-making process for Treaty-Related Matters

- 30.2 The Assembly may create and pass by Ordinary Majority Resolution a resolution about Treaty Related Matters. The Board may not exercise any powers of the Assembly directly relating to any Treaty-Related Matters other than in compliance with clauses 30.3 and 30.4.
- 30.3 If the Board creates a proposal that would directly relate to any Treaty-Related Matters:
- 30.3.1 the Board must promptly submit the proposal (accompanied by an accurate and reasonably detailed briefing document) to the Assembly Chamber; and
 - 30.3.2 the Assembly Chamber must consider it and, if thought fit, approve it under clause 30.4; and
 - (a) if the Assembly Chamber approves the proposal, promptly implement the proposal on terms that are identical or substantially similar to the terms approved by the Assembly Chamber; or
 - (b) if the Assembly Chamber does not approve the proposal:
 - (A) the Board must not pursue that proposal if so directed by the Assembly Chamber;
 - (B) if the Assembly Chamber so requests, redesign the proposal and resubmit it for consideration at the same Assembly Chamber; or
 - (C) if the Assembly Chamber so requests, consult further with Members with the aim of preparing a new proposal about that matter which takes into account any feedback received from Members; and
 - (D) recommence the process set out in clause 30.3 until the Assembly Chamber approves a revised proposal about that matter.
- 30.4 The Assembly Chamber must consider any proposal that is submitted by the Board under clause 30.3 and decide by Ordinary Majority Resolution:
- 30.4.1 whether the proposal is approved; or
 - 30.4.2 whether the proposal is rejected, in which case clause 30.3.2(b) applies.

Board's power to adopt By-Laws

- 30.5 The Board may adopt By-Laws that are binding on the Members and the Directors. However:
- 30.5.1 the By-Laws must not be inconsistent with, or place greater limitations on Members than this constitution or the law (including, to avoid doubt, the Members' Charter); and
 - 30.5.2 the By-Laws must be about how the Assembly is to conduct its activities and fulfil its object.
- 30.6 The Board may change any By-Laws.
- 30.7 The Board must tell the Members in writing of any changed By-Laws within 20 business days of the change.

- 30.8 The Board must ensure that free copies of all By-Laws are made available to Members promptly on request.

PART H: CHAIR AND DEPUTY CHAIR OR CO-CHAIRS

The Assembly will decide whether it will be led by Co-Chairs elected by the Assembly, or alternatively by a Chair and a Deputy Chair elected by the Assembly. Part H sets out the rules about:

- How the Assembly Chamber elects either a Chair and Deputy Chair or two Co-Chairs.
- How the Chair or Deputy Chair or any Co-Chair may be removed.
- The role of the Chair and Deputy Chair or the Co-Chairs.
- The remuneration of the Chair and Deputy Chair or the Co-Chairs.

31. WHAT IS THE PROCESS TO ELECT THE CHAIR AND DEPUTY CHAIR OR CO-CHAIRS AT THE FIRST ASSEMBLY CHAMBER?

- 31.1 Before the close of the first Assembly Chamber, the Board must conduct an election process for the Assembly Chamber to:

- 31.1.1 decide by Ordinary Majority Resolution whether there will be a Chair and Deputy Chair, or alternatively two Co-Chairs; and
- 31.1.2 elect first the Chair and then the Deputy Chair or a Co-Chair and then the other Co-Chair (as applicable).

- 31.2 In the Subsequent Board Phase, at the first Assembly Chamber held after an Election, the Assembly Chamber (or Members voting on the Ballot) must:

- 31.2.1 decide by Ordinary Majority Resolution whether there will be a Chair and Deputy Chair, or alternatively two Co-Chairs; and
- 31.2.2 elect the Chair and Deputy Chair or the two Co-Chairs (as applicable).

- 31.3 If there are two Co-Chairs, clauses 31.4 to 31.7 apply. If there is a Chair and a Deputy Chair, clauses 31.8 to 31.11 apply.

How to elect Co-Chairs

- 31.4 The Assembly Chamber will elect two Directors to act as Co-Chairs at by Ordinary Majority Resolution at the Assembly Chamber held immediately following an Election.

- 31.5 A Chair or the two Co-Chairs are to be elected as follows:

- 31.5.1 the election will be conducted by the Secretary;
- 31.5.2 the election will be by a poll at the Assembly Chamber;
- 31.5.3 if there are to be Co-Chairs, the Assembly Chamber must ensure that one of the elected Co-Chairs is non-male identifying and the other elected Co-Chair is male identifying, unless only male or only non-male candidates are willing to stand for election;

- 31.5.4 the Secretary shall circulate to Members a list with the names of the Directors who consent to stand for election as Chair or Co-Chair and who have not withdrawn that consent, in alphabetical order (by last name) along with the number of positions to be filled;
- 31.5.5 each Member present and voting at the Assembly Chamber shall be entitled to vote for any number of Directors not exceeding the number of positions to be filled;
- 31.5.6 in the event of an equal vote for two or more Directors, the Secretary will decide the respective rankings for the purposes of the election by:
 - (a) putting the names of those Directors in a box;
 - (b) withdrawing the names from the box in public without looking in the box; and
 - (c) reading out each name as it is withdrawn from the box, and the order in which the names are withdrawn is the order of election of those Directors in the election of the Chair or Co-Chairs; and
- 31.5.7 before the Assembly Chamber closes, the elected Chair or Co-Chairs (as applicable) must be so declared as elected by the Secretary and they will assume office immediately on the close of that Assembly Chamber.
- 31.6 Only a Director may be elected as Chair or as a Co-Chair.
- 31.7 A Chair or a Co-Chair will hold such office until:
 - 31.7.1 that Member stops being a Director;
 - 31.7.2 that Member resigns as Chair or Co-Chair (as the case may be) by written notice to the Assembly (and, to avoid doubt, if a Member resigns as a Chair or Co-Chair the person may continue to be a Director); or
 - 31.7.3 that Member is removed as Chair or Co-Chair (as the case may be) by the Assembly Chamber.

How to elect a Chair and Deputy Chair

- 31.8 The Assembly Chamber will elect a Director to act as Chair and a Director to act as Deputy Chair by Ordinary Majority Resolution at the first Assembly Chamber held after an Election.
- 31.9 The Chair and the Deputy Chair are to be elected as follows:
 - 31.9.1 the election will be conducted by the Secretary;
 - 31.9.2 the election will be by a poll at the Assembly Chamber;
 - 31.9.3 the Assembly Chamber must ensure that one of them is non-male identifying and the other is male identifying, unless only male or only non-male candidates are willing to stand for election;
 - 31.9.4 the Secretary shall circulate to Members a list with the names of the Directors who consent to stand for election as Chair or Deputy Chair and who have not withdrawn

that consent, in alphabetical order (by last name) along with the number of positions to be filled;

31.9.5 each Member present and voting at the Assembly Chamber shall be entitled to vote for any number of Directors not exceeding the number of positions to be filled;

31.9.6 in the event of an equal vote for two or more Directors, the Secretary will decide the respective rankings for the purposes of the election by:

- (a) putting the names of those Directors in a box;
- (b) withdrawing the names from the box in public without looking in the box; and
- (c) reading out each name as it is withdrawn from the box, and the order in which the names are withdrawn is the order of election of those Directors in the election of the Chair and then the Deputy Chair; and

31.9.7 before the Assembly Chamber closes, the elected Chair and Deputy Chair must be so declared as elected by the Secretary and they will assume office immediately on the close of that Assembly Chamber.

31.10 Only a Director may be elected as Chair or as Deputy Chair.

31.11 A Chair or Deputy Chair will hold such office until:

31.11.1 that Member stops being a Director;

31.11.2 that Member resigns as Chair or Deputy Chair (as the case may be) by written notice to the Assembly (and, to avoid doubt, if a Member resigns as a Chair or Deputy Chair the person may continue to be a Director); or

31.11.3 that Member is removed as Chair or Deputy Chair (as the case may be) by the Assembly.

32. HOW CAN A CHAIR, DEPUTY CHAIR OR CO-CHAIRS BE REMOVED AND REPLACED?

32.1 The Assembly Chamber may by Ordinary Majority Resolution remove either or both of the Chair, the Deputy Chair or (as applicable) either or both Co-Chairs from such office. The Assembly Chamber can only do so by also following the process for removing a director under section 203D(2) to section 203D(6) Corporations Act as if references to "director" were references to "Chair", "Deputy Chair" or "Co-Chair" (as applicable), and elect another Director or Directors as the Chair and/or Deputy Chair or as Co-Chairs (as applicable).

32.1.1 If there are Co-Chairs, the Assembly Chamber must ensure that one of the Co-Chairs is male identifying and the other is non-male identifying.

32.1.2 If there is a Chair and a Deputy Chair, the Assembly Chamber must ensure that one of them is non-male identifying and the other is male identifying.

32.1.3 A replacement Chair, Deputy Chair or Co-Chair (as applicable) elected under clause 32.1 will hold office for a period worked out under clause 31.7.

- 32.1.4 To avoid doubt, a Member removed as a Chair, Deputy Chair or Co-Chair is not also removed as a Director, unless notice has been given of the intention to remove them as a Director and the Assembly Chamber also votes that they are removed as a Director under clause 27.1.

33. WHAT IS THE ROLE OF THE CHAIR AND DEPUTY CHAIR OR CO-CHAIRS OF THE BOARD?

Introduction

- 33.1 If there are two Co-Chairs, clauses 33.2 to 33.5 apply. If there is a Chair and a Deputy Chair, clauses 33.6 to 33.11 apply.

Role of Co-Chairs

- 33.2 The Chair or each Co-Chair (as applicable):
- 33.2.1 if present and willing to act, will chair all Assembly Chambers (with Co-Chairs rotating as chair from Assembly Chamber to Assembly Chamber, so that no Co-Chair will chair two consecutive Assembly Chambers if the other Co-Chair is available and willing to chair the second meeting);
 - 33.2.2 if present and willing to act, will chair all Board meetings (with Co-Chairs rotating from as chair meeting to meeting);
 - 33.2.3 may be set key performance indicators or other performance metrics by the Assembly Chamber by Ordinary Majority Resolution; and
 - 33.2.4 is otherwise expected to devote a significant amount of time to perform the functions of that office.

Determining who chairs Board meetings

- 33.3 If no Co-Chairs are elected, at a Board meeting the Directors present must choose one of their number to chair that meeting.
- 33.4 If there is a single Co-Chair holding office and at any Board meeting Co-Chair is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present must choose one of their number to chair that meeting.
- 33.5 If there are Co-Chairs and at any Board meeting the Co-Chair whose turn it is to chair the meeting is not present within 15 minutes after the time appointed for holding the meeting, or if present is unwilling to act:
- 33.5.1 the other Co-Chair (if present and willing to act) must chair that meeting; or
 - 33.5.2 otherwise, the Directors present must choose one of their number to chair that meeting.

Role of Chair

- 33.6 The Chair:
- 33.6.1 if present and willing to act, will chair all Assembly Chambers;

- 33.6.2 if present and willing to act, will chair all Board meetings;
- 33.6.3 may be set key performance indicators or other performance metrics by the Assembly Chamber by Ordinary Majority Resolution; and
- 33.6.4 is otherwise expected to devote a significant amount of time to perform the functions of that office.

Role of Deputy Chair

33.7 The Deputy Chair:

- 33.7.1 if present and willing to act, will chair all Assembly Chambers and Board meetings in accordance with this constitution where the Chair is not present and willing to act;
- 33.7.2 may be set key performance indicators or other performance metrics by the Assembly Chamber by Ordinary Majority Resolution; and
- 33.7.3 is otherwise expected to devote a significant amount of time to perform the functions of that office.

- 33.8 If the Chair stops being Chair, the Deputy Chair is not automatically the next Chair but may be elected as the next Chair in accordance with this constitution.

Determining who chairs Board meetings

- 33.9 If no Chair and no Deputy Chair are elected, at a Board meeting the Directors present must choose one of their number to chair that meeting.
- 33.10 If no Chair is elected, or if at any Board meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, the Deputy Chair may act as chair of that meeting.
- 33.11 If no Chair or Deputy Chair is elected, or if at any meeting the Chair and the Deputy Chair are not present within 15 minutes after the time appointed for holding the meeting or are unwilling to act, the Directors present must choose one of their number to chair that meeting.

34. TERM OF OFFICE FOR CHAIR AND DEPUTY CHAIR OR CO-CHAIR

- 34.1 If they remain a Director, a retiring Chair, Deputy Chair or Co-Chair is eligible for re-election to that office under clause 31.5 or clause 31.9 (as applicable).

35. REMUNERATION OF CHAIR AND DEPUTY CHAIR OR CO-CHAIRS

- 35.1 A Chair and Deputy Chair or a Co-Chair (as applicable) may be remunerated under clause 53 and may receive a greater level of remuneration than other Directors.
 - 35.1.1 To avoid doubt, if there are Co-Chairs then each is entitled to be paid an equal amount for their services (assuming that both hold that office on a full-time basis or on an equivalent part-time basis, and otherwise pro-rated as necessary).

PART I: PROCEEDINGS OF DIRECTORS

Directors will primarily make decisions at Board meetings. These are expected to be held at least six

times a year. If a meeting cannot be held, Directors may also make decisions out of session in writing. Part I sets out the rules about:

- How Board meetings may be called, including the notice that must be given to Directors.
- The number of Directors that must be present for a Board meeting to proceed to business (the quorum).
- How technology may be used to hold a Board meeting.
- How Directors can pass resolutions in writing without calling and holding a Board meeting.
- What happens if a Director has a material person interest or other conflict in a matter before the Board.
- The Board's right to exercise voting rights in another body that the Assembly owns or has some other interest in.
- The Board's delegation of its powers to individual Directors, Board committees, employees of the Assembly and other persons.
- The Board's power to establish and dissolve Board committees.

36. BOARD MEETINGS

How often will there be Board meetings?

- 36.1 It is intended that the Board will meet no less than 6 times per calendar year.
- 36.2 This intention is subject to the needs of the Assembly and the Directors, including:
- 36.2.1 supporting the implementation of Assembly Chamber resolutions as appropriate; and
 - 36.2.2 recognising that one or more Directors may require ceremonial leave or may need to attend to "Sorry Business" including attending the funeral of family or community members, or may require leave in light of that Director's other cultural duties.

How are Board meetings called?

- 36.3 A Director may at any time, and a Secretary must on the requisition of a Director, call a Board meeting.
- 36.4 The person calling a Board meeting must ensure that notice of the Board meeting is given to each Director. The notice must be given at least 48 hours before the meeting or such longer time given by Board resolution. However:
- 36.4.1 notice is not required if all Directors waive in writing the required period of notice for a particular meeting (excluding a Director who has been given leave of absence by the Board); and
 - 36.4.2 it is not necessary to give a notice of a meeting of Directors to a Director who has been given leave of absence by the Board.
- 36.5 Notice of a Board meeting may be sent to a Director by:

- 36.5.1 delivering it to Director personally;
- 36.5.2 delivering it to the street or postal address of the Director, as shown in the Register (or as may be subsequently advised to the Assembly); or
- 36.5.3 sending it by email to the electronic address nominated by the Director at the time they consented to become a Member (or as may be subsequently advised to the Assembly).

37. HOW MANY DIRECTORS NEED TO BE PRESENT?

- 37.1 A Board meeting cannot do anything unless enough Directors are present (a **quorum**). To have a quorum, there must be at least one half of the number of Directors holding office (rounded up to the next highest whole number).
- 37.2 If the number of Directors is below the statutory minimum, the continuing Director or Directors may act only to:
 - 37.2.1 appoint additional Directors under clause 26.1; or
 - 37.2.2 call an Assembly Chamber.

38. HOW ARE DECISIONS MADE AT BOARD MEETINGS?

Voting at Board meetings

- 38.1 The Board must decide any questions arising at a Board meeting by a majority of votes of Directors present and voting. To avoid doubt:
 - 38.1.1 Directors must not appoint a proxy;
 - 38.1.2 Directors may only vote in person; and
 - 38.1.3 an Ordinary Majority Resolution is not required.

Chairperson's vote at Board meetings

- 38.2 In the case of a tied vote at a Board meeting, the Chair, Deputy Chair, Co-Chair or other Director chairing the meeting does not have a second or casting vote in addition to his or her deliberative vote as a Director and the motion or resolution fails.

39. CALLING AND HOLDING BOARD MEETINGS USING TECHNOLOGY

- 39.1 A Board meeting may be called or held using any technology consented to by all the Directors.
 - 39.1.1 The consent may be a standing one, if all Directors give or renew that consent promptly after a new Director joins the Board.
 - 39.1.2 A Director may only withdraw their consent within a reasonable period before the meeting.
 - 39.1.3 The Board may otherwise regulate its meetings as it considers fit.

40. DIRECTORS CAN PASS RESOLUTIONS BY A RESOLUTION IN WRITING

40.1 The Board can make decisions by a written resolution. A resolution in writing:

40.1.1 sent to all Directors (excluding Directors who have requested and been given leave of absence by the Board), and

40.1.2 approved by all Directors entitled to vote on the resolution (excluding Directors who have requested and been given leave of absence by the Board),

is to be treated as a decision of the Board passed at a Board meeting duly called and held.

40.2 A resolution in writing may consist of substantially similar documents.

40.2.1 Each document must be signed at least one Director.

40.2.2 If signed by more than one Director, it takes effect on the latest date on which a Director signs one of the documents.

40.2.3 Alternatively such a resolution may consist of each Director affirming by electronic means that they support the proposed resolution, and a document produced by mechanical or electronic means under the name of a Director with the Director's authority is considered a document in writing signed by the Director and is deemed to be signed when received in readable form.

40.2.4 A document generated by electronic means:

(a) which purports to be a copy or facsimile of a resolution of Directors is to be treated as a resolution in writing; and

(b) which has a copy or facsimile of a signature is to be treated as signed.

41. DIRECTORS' INTERESTS

What happens when a Director may have an interest in a matter being considered?

41.1 The Corporations Act deals with conflict of interests, conflicts of duty and benefits to entities related to directors. The Directors must comply with the Corporations Act, for example, a Director may be present and may vote on a matter before the Board if and to the extent that they are permitted to do so under the Corporations Act.

41.2 If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting, then one or more of the Directors (including those who have the disqualifying interest in the matter) may call an Assembly Chamber and the Assembly Chamber may pass a resolution to deal with the matter.

41.3 Subject to compliance with the Corporations Act, a Director may execute or participate in the execution of a document by or on behalf of the Assembly.

No disqualification

41.4 Subject to compliance with the law, a Director or any entity in which the Director has a direct or indirect interest (as applicable) may:

41.4.1 enter into a contract or arrangement with an Associated Party;

- 41.4.2 hold any office or place of profit (other than auditor) in an Associated Party; and
- 41.4.3 act in a professional capacity (or be a member of a firm that so acts) other than as auditor of an Associated Party.
- 41.5 Despite the fiduciary nature of a Director's office and the Director's fiduciary duties:
 - 41.5.1 any contract or arrangement entered into under clause 41.4.1 by the Director or any entity in which the Director has a direct or indirect interest is not invalid or voidable; and
 - 41.5.2 a Director may do any of the things specified in clause 41.4 without any liability to account to the Assembly or any other person for any direct or indirect benefit accruing to the Director or any entity in which the Director has a direct or indirect interest.

42. EXERCISE OF RIGHTS

- 42.1 If the Assembly holds or owns membership, shares or other interests in another body corporate, trust or other entity, the Board may exercise any and all voting rights conferred by the membership, shares or interests in any way that the Board thinks fit.

43. DELEGATION OF THE BOARD'S POWERS

- 43.1 The Board may delegate any of its powers to any person, as the Board thinks fit.
 - 43.1.1 This includes delegating any of the Board's powers to committees consisting of Directors or other persons.
 - 43.1.2 The Board may at any time revoke any delegation of power.
 - 43.1.3 A delegate must conform to the directions of the Board in the exercise of any powers delegated to the delegate.
 - 43.1.4 The delegate's exercise of a power under this constitution is to be treated as the exercise of that power by the Board.

44. BOARD COMMITTEES

Establishment and dissolution of Board committees

- 44.1 The Board may, as it thinks fit, establish one or more committees to give advice and recommendations to the Board on specified matters (among any other functions given by the Board).
- 44.2 The Board may:
 - 44.2.1 specify in writing the terms of reference and functions of the committee, including (if the Board considers fit);
 - (a) any delegation of power to the committee; and
 - (b) any associated directions from the Board about the committee's exercise of that delegated power;

- 44.2.2 appoint such persons as the Board wants to the committee (including one or more Directors), and remove any such person from the committee at any time by written notice or otherwise under the terms of reference of that committee;
- 44.2.3 specify the period and conditions (including as to remuneration, if any) of any such appointment to the committee; and
- 44.2.4 dissolve the committee at any time.

Proceedings of Board committees

- 44.3 The meetings and proceedings of a committee must be governed by the provisions of this constitution, in so far as they are applicable, as if meetings and proceedings of the committee are meetings and proceedings of the Board. This provision applies to a committee unless the Board otherwise directs.

45. VALIDITY OF ACTS OF DIRECTORS

- 45.1 All acts done by a Board meeting or of a committee of (or including) Directors or by a person acting as a Director are valid, even if it is later discovered that:
 - 45.1.1 there is a defect in the appointment of a person to be a Director or a member of the committee; or
 - 45.1.2 any person was disqualified or was not entitled to vote.

PART J: DISPUTE RESOLUTION

Part J sets out the rules for resolution of Disputes and must be read with schedule 6.

46. DISPUTE RESOLUTION

- 46.1 Disputes will be dealt with as set out in schedule 6.
- 46.2 Nothing in clause 46 prevents the Board creating and implementing such policies as it thinks fit, including policies about occupational health and safety, sexual harassment, and other matters.

PART K: ELDERS' VOICE

The advice and guidance of Elders is vital to the work of the Assembly. The form of Elders' Voice is being developed based on extensive community consultations. To allow for flexibility to be responsive to this consultation process, Part K allows for two options, either for the Elders' Voice to be developed before the Board Renewal occurs, or alternatively once the Assembly Chamber has met. Part K sets out the rules about:

- The power of the Initial Directors to establish the Elders' Voice before the Board Renewal occurs, if they wish to.
- The rules about the later establishment of Elders' Voice if the Initial Directors choose not to do so, including the role of the Assembly Chamber in approving or rejecting any such proposal by the Board.
- The status of the Elders' Voice and its members. In particular, Elders' Voice will be a committee of

the Assembly and not a third class of membership of the Assembly, and being appointed to Elders' Voice will not result in a person becoming a Member.

47. INITIAL DIRECTORS MAY ESTABLISH AN ELDERS' VOICE

47.1 Before the Board Renewal occurs, the Board:

47.1.1 may establish a committee of the Assembly (rather than a committee of the Board) to be called the "Elders' Voice"; and

47.1.2 if it does so, it must set out:

- (a) the terms of reference for the Elders' Voice which must have regard to the feedback about the proposed structure that the Commissioner received from stakeholders before the Assembly was set up;
- (b) the powers, duties and functions of the Elders' Voice;
- (c) the way in which Elders' Voice will be composed, including the initial membership of the Elders' Voice;
- (d) the rules that apply to proceedings of the Elders' Voice;
- (e) any remuneration of persons who serve on the Elders' Voice; and
- (f) all other matters relevant to the Elders' Voice not inconsistent with the law or this constitution.

48. ELDERS' VOICE IS NOT A CLASS OF MEMBERSHIP

48.1 The role of the Elders' Voice is to provide advice and guidance to the Members.

48.2 The Elders' Voice is not a class of membership of the Assembly. If a person is appointed to the Elders' Voice this does not make them a Member.

49. BOARD MUST PREPARE DESIGN OF ELDERS' VOICE

49.1 If the Board does not exercise its power under clause 47.1, after the Members' Admission occurs the Board must design a proposed structure for a committee of the Assembly (rather than a committee of the Board) to be called the "Elders' Voice". The proposal must set out:

49.1.1 the powers, duties and functions of the Elders' Voice, noting:

- (a) that the Elders' Voice is not a class of membership of the Assembly; and
- (b) being appointed to the Elders' Voice does not, in and of itself, result in that individual being admitted as a Member;

49.1.2 the way in which the Elders' Voice will be composed, including the initial membership of the Elders' Voice;

49.1.3 the terms of reference of the Elders' Voice;

49.1.4 the rules that apply to proceedings of the Elders' Voice;

- 49.1.5 any remuneration of persons who serve on the Elders' Voice; and
- 49.1.6 all other matters relevant to the Elders' Voice not inconsistent with the law or this constitution.
- 49.2 The Board's proposal must have regard to the feedback about the proposed structure that the Commissioner received from stakeholders before the Assembly was set up.
- 49.3 The Board must promptly submit the proposal to the Assembly Chamber for consideration, and the Assembly Chamber must consider any proposal about the Elders' Voice that is submitted by the Board and decide by Ordinary Majority Resolution whether the proposal is approved. If it is not approved, it is rejected.
 - 49.3.1 If the Assembly Chamber approves the proposal, the Board must promptly establish the Elders' Voice on terms that are identical or substantially similar to the terms approved by the Assembly Chamber; or
 - 49.3.2 If the Assembly Chamber does not approve the proposal, the Board must:
 - (a) consult further with Members with the aim of preparing a new proposal about the Elders' Voice which takes into account any feedback received from Members; and
 - (b) recommence the process set out in clause 49 until the Assembly Chamber approves a proposal about the Elders' Voice.

PART L: OTHER OFFICERS OF THE ASSEMBLY

To allow the Assembly to function it may engage a Chief Executive Officer and a Secretary. The Chief Executive Officer implements the decisions of the Assembly and will be responsible to the Board. Part L sets out the rules about:

- The appointment and termination of any Chief Executive Officer of the Assembly.
- The appointment and removal of Secretaries of the Assembly.

50. CHIEF EXECUTIVE OFFICER

Who can appoint the CEO?

- 50.1 The Board may appoint a person who is not a Member or Director to the position of Chief Executive Officer for the period and on the terms (including as to remuneration and whether the position will be full-time or part-time) as the Board sees fit.
- 50.2 The Board may appoint another person to act temporarily as Chief Executive Officer if:
 - 50.2.1 the Chief Executive Officer is absent from duty or from Australia or the Board considers the person is incapable of acting as the Chief Executive Officer; or
 - 50.2.2 the position of Chief Executive Officer is vacant.

Who can remove the CEO?

50.3 Subject to the law, the Board may remove the Chief Executive Officer. To avoid doubt, the Assembly Chamber has no power:

50.3.1 to remove the Chief Executive Officer; or

50.3.2 appoint a person to the position of Chief Executive Officer.

50.4 A person's appointment as Chief Executive Officer automatically ends if they become a Director or Member.

51. SECRETARY

51.1 The Board may appoint one or more Secretaries and may remove them.

51.2 The Board may decide the terms and conditions of appointment of a Secretary, including remuneration.

51.3 Any one of the Secretaries may carry out any act or deed required by this constitution, the Corporations Act or by any other statute to be carried out by the Secretary of the Assembly.

PART M: REMUNERATION, FINANCIAL MATTERS AND ACCOUNTS

The Assembly needs to deal with money or finances in a way that ensures its integrity, preserves its not-for-profit status and maintains public trust that it is managing funds responsibly. The Assembly also needs to ensure that Members are appropriately remunerated and supported in their work representing Aboriginal communities.

Part M sets out the rules about:

- Ensuring the "not-for-profit" status of the Assembly, including the circumstances in which the Assembly can pay or transfer any of its money or other property to a Member while the Assembly is a going concern or, alternatively, is being wound up.
- The exception for paying a stipend to Members, in recognition of the significant responsibilities that each Reserved Member and each General Member has to their local communities.
- Remuneration of Directors, and the Assembly Chamber's role in approving any such remuneration.
- The circumstances in which the Assembly can reimburse a Director for out-of-pocket expenses, or pay those expenses on the Directors' behalf.
- The scope of the indemnity that the Assembly grants to each officer and past officer of the Assembly.
- The Assembly's power to purchase insurance to protect each officer and past officer of the Assembly.
- The prohibition against charging Members a fee or annual subscription amount for being Members.
- The Assembly's accounts, financial reports and other reports, and the circumstances in which Members may inspect them.
- The circumstances in which the Assembly must appoint a registered company auditor.

- The rules about any Gift Fund that the Assembly may maintain to ensure its status as a "deductible gift recipient" under tax law (if applicable).
- The rules about the distribution of the Assembly's surplus property if it is ever wound up.

52. THE ASSEMBLY IS A NOT-FOR-PROFIT BODY

No transfer of income or property to Members

- 52.1 The Assembly may not pay or transfer any income or property, directly or indirectly, to any Member. This provision is subject to clauses 52.2 and 58.

What payments are allowed to Members?

- 52.2 Nothing in clause 52 prevents the Assembly from:

52.2.1 making a payment in good faith to a Member in carrying out the Assembly's purposes;

52.2.2 making a payment in good faith of any of the following:

- (a) directors' fees under clause 53.1;
- (b) Members' sitting fees or stipend as worked out under this constitution;
- (c) reimbursing a director for out-of-pocket expenses, or paying such expenses, under clause 53.2; or
- (d) reimbursing a Member for out-of-pocket expenses, or paying such expenses, under clause 52.6; or

52.2.3 for any officer of the Assembly who is or was a Member:

- (a) indemnifying them, or
 - (b) paying premiums on insurance for them,
- to the extent permitted by law and this constitution; or

52.2.4 providing services to the Members on terms which are different from the terms on which services are provided to persons who are not Members, or from providing services to Members on different terms.

Members may be entitled to a stipend

- 52.3 Each Member may be entitled to a stipend for their service, taking into account each Member's responsibilities under the Members' Charter. Such stipend will accrue from day to day.

No payment for any additional services rendered

- 52.4 To avoid doubt, any Member may not be paid:

52.4.1 a fee, salary or hourly rate for any services rendered to the Assembly in a professional or technical capacity, over and above their ordinary duties as a Member; or

52.4.2 for any goods or property provided to the Assembly, including renting real or personal property to the Assembly. This includes where such goods or services are provided:

(a) by a for-profit entity that is owned or controlled by the Member or that employs the Member; or

(b) by a spouse, sibling, cousin, parent or child of the Member,

if the Member will or may materially benefit from the payment made by the Assembly to that entity or individual.

52.5 To avoid doubt, this does not prevent the Assembly paying a not-for-profit entity for any goods or property provided to the Assembly, including renting real or personal property from such an entity.

Are members paid for expenses?

52.6 Each Member may be reimbursed for out-of-pocket expenses reasonably and properly incurred by the Member for Assembly business (including travel and accommodation expenses).

52.6.1 Alternatively, the Assembly may pay such amounts on the Member's behalf.

52.6.2 The Board must create a policy about what are reasonable and proper out-of-pocket expenses and make this policy available to all Members. The policy may also set out circumstances where the Board will not reimburse or pay such amounts, including where a Member is censured or removed from membership under this constitution.

53. DIRECTORS' REMUNERATION

Who sets Directors fees?

53.1 The Directors' fees for their services will be set by the Assembly Chamber by Ordinary Majority Resolution.

53.1.1 Any such approved fees must take the form of sitting fees or a stipend, rather than an hourly rate. Directors' fees accrue from day to day.

53.1.2 To avoid doubt, the ways in which the Assembly Chamber may decide such fees include by approving a proposed remuneration policy that sets out:

(a) the relevant stipend, stipends, or sitting fees payable;

(b) the frequency of payment; and

(c) whether any automatic indexation of fees may occur without requiring further approval of the Assembly Chamber.

Are Directors paid for expenses?

53.2 Each Director may be reimbursed for out-of-pocket expenses reasonably and properly incurred by the Director for Assembly business (including travel and accommodation expenses).

53.2.1 Alternatively, the Assembly may pay such amounts on the Director's behalf.

53.2.2 Before authorising a payment or reimbursement, the Board must:

- (a) adopt a policy about what constitutes reasonable and proper out-of-pocket expenses; and
- (b) make this policy available to all Members, including by notifying Members that such a policy has been adopted and can be viewed on request by any Member. The policy may also set out circumstances where the Board will not reimburse or pay such amounts, including where a Member is censured or removed from membership under this constitution.

54. INDEMNITY AND INSURANCE

The Assembly may indemnify officers

54.1 Every officer and past officer of the Assembly may be indemnified by the Assembly, to the fullest extent permitted by law, against a liability incurred by that person as an officer of the Assembly or a subsidiary of the Assembly, in carrying out the activities of the Assembly.

54.1.1 This includes legal costs and expenses incurred in defending an action.

54.1.2 To avoid doubt, the ways in which the Assembly may do so include by entering into an 'Indemnity, Insurance and Access Deed' (or similar contract) with one or more officers or past officers of the Assembly.

The Assembly may pay insurance premiums

54.2 The Assembly may pay the premium on a contract insuring a person who is or has been an officer of the Assembly to the fullest extent permitted by law.

54.2.1 To avoid doubt, the ways in which the Assembly may do so include by entering into an 'Indemnity, Insurance and Access Deed' (or similar contract) with one or more officers or past officers of the Assembly.

55. SUBSCRIPTIONS AND OTHER FEES PROHIBITED

55.1 No Member has to pay a subscription or fee for membership of the Assembly, including (to avoid doubt,) any fee payable on admission to membership of the Assembly.

55.2 The Board and/or the Assembly Chamber must not impose any such subscription or fee.

56. ACCOUNTS, AUDIT AND RECORDS

Accounts

56.1 The Board must cause proper accounting and other records to be kept under the ACNC Act (if and for so long as the Assembly is a Registered Entity), or as otherwise required by law.

Reports

56.2 To the extent required by the ACNC Act (if and for so long as the Assembly is a Registered Entity), or otherwise required by law, the Board must cause the company to:

56.2.1 prepare financial reports;

56.2.2 prepare directors' reports;

56.2.3 notify each Member of the Member's right to receive reports from the Assembly; and

56.2.4 give members with reports, in a form and within such timeframe,

as required by the ACNC Act (if and for so long as the Assembly is a Registered Entity) or otherwise required by law.

Audit

- 56.3 If required by law, a registered company auditor must be appointed. The remuneration of the auditor must be fixed and the auditor's duties regulated under the ACNC Act or as otherwise required by law.

What are a Member's rights of inspection?

- 56.4 Subject to the law:

56.4.1 the Board may decide whether, how, when, where and under what conditions, the records and other documents of the Assembly or any of them are open to the inspection of Members or others;

56.4.2 a Member does not have the right to inspect any document of the Assembly except as provided by law, as authorised by the Board or by the Assembly Chamber; and

56.4.3 despite anything else, the Board may refuse access to a document where the Board (acting reasonably) considers that such access would or would be likely to cause the Assembly to lose the benefit of any form of evidentiary privilege, including legal professional privilege.

57. WHAT HAPPENS IF THERE IS A GIFT FUND?

Assembly to maintain a Gift Fund

- 57.1 Where the Assembly seeks deductible gift recipient status, and to the extent required by law for such status, the Assembly must maintain at least one Gift Fund.

What rules apply to the Gift Fund?

- 57.2 The following rules apply to any Gift Fund established and maintained by the Assembly.

57.2.1 The Gift Fund must have a name.

57.2.2 The Assembly must maintain sufficient documents to give evidence of the Gift Fund's purpose and operations.

57.2.3 The Assembly must maintain a separate bank account for the Gift Fund.

57.2.4 The following must be credited to the Gift Fund:

- (a) all gifts of money or property to the Assembly for the Principal Purpose; and
- (b) all money or property received by the Assembly because of those gifts.

57.2.5 No other money or property may be credited to the Gift Fund.

57.2.6 The Assembly must use any gifts, money or property of the kind referred to in clause 57.2.4 only for the Principal Purpose.

How is at Gift Fund wound up?

57.3 Despite clause 58, if:

57.3.1 the Assembly wishes to wind up a Gift Fund; or

57.3.2 the Assembly's deductible gift recipient endorsement is revoked (whether or not the Assembly is to be wound up),

any surplus Gift Fund must be transferred to the entity that is the successor to the Assembly as the Aboriginal Representative Body if it is a charity and, if not, then to one or more charities as decided by the Board:

57.3.3 with charitable purpose(s) similar to, or inclusive of, the Assembly's object;

57.3.4 which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Assembly; and

57.3.5 that is or are deductible gift recipients within the meaning of the ITAA 97.

57.4 To avoid doubt, if a Gift Fund operated by the Assembly is wound up but the Assembly remains endorsed as a deductible gift recipient and operates any other gift fund, any surplus Gift Fund that is being wound up may be transferred to any other charitable gift fund operated by the Assembly.

58. WHAT HAPPENS ON A WINDING UP OR DISSOLUTION?

58.1 If the Assembly is wound up, any surplus property must not be distributed to a Member or a former Member.

58.2 Subject always to clause 57.3, any court order, the Corporations Act and any other applicable law, on the winding up or dissolution of the Assembly any surplus property that remains after satisfaction of all debts and liabilities must be distributed to:

58.2.1 the entity that is the successor to the Assembly as the Aboriginal Representative Body; or

58.2.2 if there is no such entity, then to one or more charities:

(a) with charitable purposes similar to, or inclusive of, the Assembly's object;

(b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Assembly;

(c) that is or are "deductible gift recipients" within the meaning of ITAA 97 (but only if this is required by law); and

- (d) as decided by the Assembly Chamber by Ordinary Majority Resolution at or before the time of winding up or dissolution of the Assembly and, in default of any such decision, by the Supreme Court of Victoria.

PART N: THE ASSEMBLY'S CONSTITUTION

Part N sets out the rules about how this constitution may be changed including that a Super Majority Resolution is required to amend the constitution and there are special rules for changes that impact General and Reserved seats. The requirement for a Super Majority Resolution do not apply to the schedules to the Constitution. This part includes:

- The Board's obligation to ensure that the Assembly's constitution is regularly reviewed, and to report to Members following each such review.
- How the constitution can be amended.
- How the rights of a class of Members can be varied, and the process that must be followed.

59. REGULAR REVIEW AND AMENDMENT OF THIS CONSTITUTION

What must the Board do?

- 59.1 The Board must ensure that regular reviews of this constitution are completed by the Board or a person nominated by the Board.
- 59.2 The Board must give the members a written report of a review of the constitution no later than:
- 59.2.1 four years after the Assembly was set up; and
- 59.2.2 every fifth year after that time.
- 59.3 The report may include recommendations to change the constitution. Any such recommendations are not binding on the Assembly Chamber.
- 59.4 Nothing above limits the Assembly Chamber's powers to change this constitution under the provisions of this constitution or the Act.

Amending this constitution

- 59.5 Where practicable, the Assembly Chamber must reach agreement or consensus about any changes to this constitution by Consensus.
- 59.6 The Assembly Chamber may only modify or repeal this constitution or a provision of this constitution by Super Majority Resolution. The notice of the Super Majority Resolution must state that it is a special resolution for the purposes of the Corporations Act, and must set out the resolution.

How are Members' rights varied?

- 59.7 The rights of the General Members as a class and Reserved Members as a class may only be varied or cancelled if:

- 59.7.1 the Assembly Chamber passes a special resolution approving the proposed variation or cancellation of those rights, and
 - 59.7.2 the Members of that class pass a special resolution approving the proposed variation or cancellation of those rights; or
 - 59.7.3 at least 75% of the Members of that class give their written consent to the proposed variation or cancellation of those rights.
- 59.8 Clause 59.7 can only be modified or repealed if the resolutions or consent in that clause are passed or given.

PART O: ADMINISTRATIVE MATTERS

Part O sets out the rules about various administrative matters, including:

- The obligation to keep and update a register of the Members.
- The Board's minute-keeping duties in relation to the Assembly Chamber, Board meetings and Board committee meetings.
- The ways in which the Assembly can execute documents.
- Giving notices to the Assembly, and the Assembly giving notices to Members (including notices of the Assembly Chamber).

60. WHAT IS THE NATURE OF THE ASSEMBLY?

Nature of the Assembly

- 60.1 The Assembly is a public company limited by guarantee.

What is the liability of Members?

- 60.2 The members do not have to pay the corporation's debts if the corporation is wound up.
- 60.3 However, every Member undertakes to contribute \$1.00 if the corporation is wound up while they are a Member, or within one year after the person stopped being a Member.
- 60.4 A Member's liability under this constitution continues even if the person resigns or stops being a Member.

- 60.4.1 A former Member continues to be liable for any money the Member owes to the Assembly and for any amount payable on its winding up.

- 60.4.2 This clause is not limited by any other clause in this constitution.

A membership is not transferable

- 60.5 A Member's rights, privileges and benefits of membership are personal to the Member and membership of the Assembly is not transferable.

- 60.5.1 No Member is to be recognised by the Assembly as holding its membership on trust for another person or in a representative capacity representative of another person.

61. KEEPING A REGISTER OF MEMBERS

- 61.1 A register of the Members of the Assembly must be kept under the Corporations Act.
- 61.2 A person becomes a Member when the person's details are entered in the Register. The details to be entered are:
- 61.2.1 the full name of the Member;
 - 61.2.2 the address of the Member; and
 - 61.2.3 the date on which the entry of the Member's name in the Register is made.
- 61.3 The Register must also have:
- 61.3.1 the name and details of each person who stopped being a Member within the last 7 years; and
 - 61.3.2 the date on which each such person stopped being a Member.
- This information can be kept in a separate part of the Register.
- 61.4 The Assembly may also keep further registers recording other information about Members that is not required to be kept under the Corporations Act, for example:
- 61.4.1 the telephone number and email address (as applicable) of the Member; and
 - 61.4.2 such other information as the Board may require.
- 61.5 Each Member must notify the Secretary in writing of any change in that Member's name, address, telephone number or email address within one month after the change.

62. KEEPING MINUTES OF MEETINGS

- 62.1 The Board must cause minutes of all proceedings of Assembly Chambers, of Board meetings and of committee meetings to be prepared under the law.
- 62.1.1 Such minutes must be entered in books kept for the purpose within one month after the relevant meeting is held.
 - 62.1.2 The Board must cause all minutes to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

63. HOW CAN DOCUMENTS BE EXECUTED?

- 63.1 The Assembly may execute a document in any way permitted by the Corporations Act or at general law.

64. WHAT RULES APPLY TO NOTICES?

Who can give notices?

- 64.1 A notice under this constitution may be given on behalf of the Assembly or a Member by any person authorised by the Assembly or the Member (as the case may be).

- 64.2 The signature of a person on a notice given by the Assembly may be written, printed or stamped.

How to give notices

- 64.3 A notice by the Assembly to a Member under this constitution may be given:
- 64.3.1 by delivering it to a street address of the Member;
 - 64.3.2 by sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the Member; or
 - 64.3.3 by sending it by email to the email address of the Member.
- 64.4 Where practicable, the Assembly will give notice to a Member in the way that the Member has advised the Assembly in writing as their preferred method of notice.
- 64.5 A notice by a Member to the Assembly under this constitution may be given:
- 64.5.1 by delivering it to the street address of the Assembly.
 - 64.5.2 by sending it by prepaid ordinary post (airmail if outside Australia) to the street or postal address of the Assembly.
 - 64.5.3 by sending it by email to the email address of the Assembly.

What addresses should be used - Members?

- 64.6 The street address or postal address of a Member is the street or postal address of the Member shown in the Register.
- 64.7 The email address of a Member is the address which the Member may specify by written notice to the Assembly as the email address to which notices may be sent to the Member.

What addresses should be used - the Assembly?

- 64.8 The street and postal address of the Assembly is the Office.
- 64.9 The email address of the Assembly is the email address which the Assembly may specify by written notice to the Members as the email address to which notices may be sent to the Assembly.

Time notice of Assembly Chamber is given

- 64.10 A notice of Assembly Chamber given under this constitution is to be taken as given, served and received at the following times:
- 64.10.1 If delivered in writing to the street address of the addressee, at the time of delivery.
 - 64.10.2 If it is sent by post to the street or postal address of the addressee, on the second business day after posting.
 - 64.10.3 If sent by email to the email address of the addressee, on the earlier of:
 - (a) the sender receiving an automated message confirming delivery; or

- (b) if no automated message is received stating that the email has not been delivered, three hours after the time the email was sent (calculating the three hours by reference to the device from which the email was sent).

Time other notices are given

64.11 A notice given under this constitution is to be taken as given, served and received at the following times:

64.11.1 If delivered in writing to the street address of the addressee, at the time of delivery.

64.11.2 If it is sent by post to the street or postal address of the addressee, on the third (ninth if outside Australia) business day after posting.

64.11.3 If sent by email to the email address of the addressee, on the earlier of:

- (a) the sender receiving an automated message confirming delivery; or
- (b) provided no automated message is received stating that the email has not been delivered, three hours after the time the email was sent by the sender, such time to be worked out by reference to the device from which the email was sent.

Who should get a notice of an Assembly Chamber?

64.12 Notice of every Assembly Chamber must be given to all of the following persons:

64.12.1 Every Member.

64.12.2 The auditor for the time being of the Assembly, if any.

64.13 No other person is entitled to receive notices of Assembly Chambers.

What about notices to and from Traditional Owner Groups?

64.14 The Assembly (including, to avoid doubt, the Board and the Assembly Chamber):

64.14.1 may rely without further inquiry on any notice signed on behalf of a Traditional Owner Group by the then-current chief executive officer, chairperson or any external controller of that Traditional Owner Group (such as an administrator); and

64.14.2 gives proper notice to a Traditional Owner Group if the notice is addressed to the then-current chairperson of that Traditional Owner Group.

PART P: DEFINITIONS AND INTERPRETATION

Part P contains the capitalised defined terms that are used in this constitution. Many of those capitalised terms are also used in the schedules to this constitution, where they have the same meaning as below.

Part P also contains the rules of interpreting this constitution. This includes the important rules that a preamble, schedule or attachment does not form part of this constitution unless it expressly states that it is part of this constitution. This matters because of clause 59.6.

65. DEFINITIONS AND INTERPRETATION

Definitions

65.1 In this constitution the following definitions apply:

Aboriginal Representative Body means the entity declared to be the Aboriginal Representative Body by the Minister under the Act.

ACNC means the Australian Charities and Not-for-profits Commission.

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and to avoid doubt, includes any "governance standards" prescribed under any related regulations.

Act means the *Advancing the Treaty Process with Aboriginal Victorians Act 2018* (Vic).

AGM means an annual general meeting of the Assembly.

Appointment Rules means the "Appointment Rules" in schedule 2 or such other rules as the Assembly Chamber may by Ordinary Majority Resolution adopt to deal with how Traditional Owner Groups are to select people to be Reserved Members.

Assembly means the company, being First Peoples' Assembly of Victoria Limited ACN 636 189 412.

Assembly Chamber means a general meeting of the Members and, to avoid doubt, includes an AGM.

Associated Party means each of the following:

- (a) the Assembly;
- (b) any Related Body Corporate of the Assembly; and
- (c) any other body corporate, trust or entity promoted by the Assembly or in which the Assembly has an interest of any kind.

Ballot means Members voting on a proposed resolution or other question by means of a ballot held under clause .

Board means Directors acting as the board of the Assembly.

Board Declaration has the meaning given in clause 24.13.

Board Renewal has the meaning given in clause 23.10.

By-laws include rules, regulations and similar sets of requirements.

Chair means the Director elected to preside as chairperson at Board meetings and Assembly Chambers.

Co-Chair means a Director elected to preside as chairperson in rotation with the other elected Co-Chair at Board meetings and Assembly Chambers.

Chief Executive Officer has the meaning given in clause 50.

Commissioner means the Victorian Treaty Advancement Commissioner appointed by the Governor in Council under section 88 of the *Constitution Act 1975* (Vic) and exercising the functions and powers set out in the Act.

Consensus, with respect to a decision, means:

- (a) a decision made under the Consensus Decision-Making Framework (if any); and
- (b) otherwise means a decision made as the result of a respectful, consultative process which has the aim of identifying a decision that all parties with the legal authority to make the relevant decision are comfortable with and will support.

Consensus Decision-Making Framework means any non-binding framework to help the making of decisions by consensus that the Board may give to Members.

Continuing Phase has the meaning given in clause 2.3.

Corporations Act means *Corporations Act 2001* (Cth).

Countback Rules means the "Countback Rules" in schedule 5 or such other rules as the Assembly Chamber may by Ordinary Majority Resolution adopt to govern having a countback to fill a casual vacancy for a General Member.

Deputy Chair means the Director elected to preside as chairperson at Board meetings and Assembly Chambers in the Chair's absence, unwillingness or unavailability.

Director means a person occupying the position of a director of the Assembly.

Dispute means a complaint about behaviour which has, or is likely to have, an unreasonable negative impact on a person but excludes: electing, appointing or removing Members, Directors or a Chair, Deputy Chair or Co-Chair; sanctioning, censuring or suspending a Member; rulings of a Chair, Deputy Chair or Co-Chair or other chairperson; resolutions of the Board or the Assembly Chamber; or anything about Elder's Voice or its actions (including the establishment of Elders' Voice).

Election mean the process of voting for and electing General Members, and the parallel process under the Appointment Rules to identify the individuals who will become the Reserved Members. **By-election** has a corresponding meaning for election of casual vacancies or additional Members.

Election Rules means:

- (a) For elections held before the first Assembly Chamber after the Members' Admission, the document titled "First Peoples' Assembly of Victoria Election Rules version 1.2" issued by the Commissioner on 14 June 2019 and which governed the election of the General Members and appointment of the Reserved Members, or such other set of rules as the Assembly Chamber may by Ordinary Majority Resolution adopt to govern the election of General Members and the appointment of Reserved Members; and
- (b) For elections held after the first Assembly Chamber after the Members' Admission, the document titled "First Peoples' Assembly of Victoria Election Rules version 2.0" issued by the Commissioner on 14 November 2019 in the form set out in schedule 1 or such other set of rules as the Assembly Chamber may by Ordinary Majority

Resolution adopt to govern the election of General Members and the appointment of Reserved Members.

Final Nominations has the meaning given in clause 24.7.

Gender Quota means, for an election process, that 50% of the relevant vacancies (or the number that is closest to 50%, rounding down to the nearest whole number) must be filled by candidates that are non-male identifying.

Gender Quota Rules means the methods for applying any gender quota in the Election Rules to vacancies. However, for references to "Gender Quota Rules" in this constitution, the methods under the Election Rules apply and must be adapted as necessary. Before the Members' Admission, the Gender Quota Rules are in the document titled "Schedule 6: Application of the Gender Quota" that is annexed to the Election Rules.

General Member has the meaning given in clause 5.1.

Gift Fund means a fund that is maintained for the Principal Purpose.

Guidelines means the values set out in clause 1.3.

Initial Board Phase has the meaning given in clause 21.1.

Initial Director means each of the following:

- (a) a person identified as a director when the Assembly was set up; and
- (b) a person who consents and is appointed as a Director before the Board Renewal occurs.

Initial Member means each of the following:

- (a) a person identified as a member when the Assembly was set up; and
- (b) a person who is admitted to membership of the Assembly before the Members' Admission.

Initial Phase has the meaning given in clause 2.3.

Insolvency Event means, for a Member, anything that reasonably indicates that there is a significant risk that the Member is or will become unable to pay the Member's debts as they fall due. This includes any of the following (as applicable):

- (a) a meeting of the Member's creditors being called or held;
- (b) a step been taken to make the Member bankrupt;
- (c) an application is presented or an order is made for the sequestration of the Member's estate; or
- (d) the Member entering into any type of agreement, composition or arrangement with, or assignment for, the benefit of all or any of its creditors.

ITAA 97 means *Income Tax Assessment Act 1997* (Cth).

Member means a person whose name is entered in the Register as a member of the Assembly, being the Initial Members and other persons admitted to membership under this constitution, until such time as that person stops being a member under this constitution.

Members' Admission means the admission of members after the first Election under clause 3.2.

Members' Charter has the meaning given in clause 6.1.

Membership Notice has the meaning given in clause 3.1.

Minister means the Minister responsible for the Act and their successors, or such other Minister as is appointed by the Premier of Victoria for the purposes of this constitution.

Office means the registered office of the Assembly.

Ordinary Majority Resolution means a resolution that is passed by not less than 60% of votes cast by Members entitled to vote on the resolution, whether in person or by proxy.

Polling Date means the date by which completed Ballot papers must be received by the applicable returning officer under the terms of the relevant Ballot, as worked out under clause 19.4.1.

Principal Purpose means the purposes of the Assembly as reflected in the object of the Assembly specified in clause 1.1, or any of those purposes.

Proxy means a person appointed under clause 20, and includes an attorney where the requirements of clause 20 are met and the Member appointing the attorney promptly provides the Assembly with any or all of the following on written request from the Assembly:

- (a) the original executed instrument appointing the attorney, for notation;
- (b) a certified copy of the original executed instrument appointing the attorney, for the Assembly to retain; and
- (c) any other evidence the Assembly may request about the power of attorney, including evidence that the power of attorney is effective and remains in force.

Region means the geographic region within Victoria set out in the Election Rules or Appointment Rules, as applicable, and for which one or more Members is an elected or appointed representative.

Region Rules means the "Region Rules" in schedule 3 or such other rules as the Assembly Chamber may by Ordinary Majority Resolution adopt for determining, reviewing and proposing changes to Regions, and the processes for enrolling Voters in a particular Region and determining how many Members will be associated with a Region.

Register means the register of Members kept by the Assembly under the Corporations Act.

Registered Entity means an entity that is registered under the ACNC Act.

Related Body Corporate has the meaning given in the Corporations Act.

Reserved Member has the meaning given in clause 4.1.

Secretary means a person appointed to perform the duties of a secretary of the Assembly.

Selection Process has the meaning given in clauses 4.2 and 4.3.

Special Majority Resolution means a resolution that:

- (a) is passed by not less than 75% of votes cast by Members entitled to vote on the resolution, whether in person or by proxy or attorney: and
- (b) the notice of resolution:
 - (i) states it is a Special Majority Resolution, and
 - (ii) sets out the resolution.

State means the State of Victoria.

Subsequent Board Phase has the meaning given in clause 21.1.

Super Majority Resolution means a resolution that:

- (a) is passed by not less than 75% of all Members entitled to vote on the resolution at the time (and to avoid doubt such Members may vote in person, by Proxy or attorney): and
- (b) the notice of resolution:
 - (i) states it is a Super Majority Resolution, and
 - (ii) sets out the resolution.

Termination Event means:

- (a) An Insolvency Event occurs in respect of the Member.
- (b) The Member dies.
- (c) The Member is not eligible to be a director under the Corporations Act (whether by operation of an order made under the Corporations Act or otherwise).
- (d) The Member did not satisfy the eligibility criteria set out in the Election Rules or the Appointment Rules (as applicable) at the time of admission as a General Member or a Reserved Member (as applicable).
- (e) The Member is not a Traditional Owner.
- (f) The Member is:
 - (i) imprisoned for a period of greater than three months and cannot access technology to enable the Member to participate in the Assembly Chamber;
 - (ii) the subject of an order under the *Crimes (Mental Impairment and Unfitness to be Tried) Act 1997* (Vic); or

- (iii) restricted by bail, parole or other legal mechanisms for a period of greater than three months from travelling within Victoria.
- (g) The member is convicted of an indictable offence.
- (h) If the person is a Reserved Member, the Traditional Owner Group that selected them stops being a Traditional Owner Group.

Traditional Owner, for an area in Victoria, has the meaning given in section 3 of the Act.

Traditional Owner Group means the members of:

- (a) a Prescribed Body Corporate registered as a native title holder for an area in Victoria where there is a native title agreement under the *Native Title Act 1993* (Cth);
- (b) a Corporation formally recognised under the *Aboriginal Heritage Act 2006* (Vic) as a "Registered Aboriginal Party";
- (c) a Corporation that holds a "Recognition and Settlement Agreement" under the *Traditional Owner Settlement Act 2010* (Vic); or
- (d) another group meeting the criteria adopted by a Super Majority Resolution of the Assembly Chamber.

Treaty-Related Matters means each of the following matters:

- (a) matters relating to the design or establishment of a dispute resolution process for the purposes of the Act;
- (b) matters relating to the design, functions or establishment of the "Treaty Authority" for the purposes of the Act;
- (c) matters relating to the design or establishment of the "treaty negotiation framework" for the purposes of the Act;
- (d) matters relating to the design or establishment of the "self-determination fund" for the purposes of the Act; and
- (e) any other matters that directly relate to working with the State of Victoria to establish by agreement elements necessary to support future treaty negotiations.

Valid Nominations has the meaning given in clause 23.5.1.

Voter means a person who is entitled to vote under the Election Rules.

66. INTERPRETATION

66.1 In this constitution, unless the context otherwise requires:

- 66.1.1 A reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this constitution.

- 66.1.2 A reference to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced.
- 66.1.3 A reference to a preamble, clause, Part, schedule or attachment is a reference to a preamble, clause, Part, schedule or attachment of or to this constitution.
- 66.1.4 A preamble, schedule or attachment does not form part of this constitution unless the preamble, schedule or attachment expressly states that it is part of this constitution.
- 66.1.5 A reference to "non-male identifying" includes female identifying.
- 66.1.6 Where a word or phrase is given a defined meaning another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
- 66.1.7 A word which indicates the singular indicates the plural, a word which indicates the plural indicates the singular, and a reference to any gender indicates the other genders.
- 66.1.8 An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or public authority.
- 66.1.9 A reference to 'dollars' or '\$' means Australian dollars.
- 66.1.10 References to the word 'include' or 'including', or to the word 'exclude' or 'excluding', are to be interpreted without limitation.
- 66.1.11 A reference to a time of day means that time of day in the place where the Office is located.
- 66.1.12 A reference to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in Victoria.
- 66.1.13 Where a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day.
- 66.1.14 A term of this constitution which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.
- 66.1.15 A reference to a change to a thing includes a reference to a complete replacement and also to its removal and not having any replacement of it.
- 66.1.16 A reference to a thing being done means the thing may be done any number of times.
- 66.1.17 To avoid doubt, a reference to "when the Assembly was set up" is a reference to when the Assembly was incorporated.
- 66.1.18 A reference to "imposing a sanction" on a Member has the meaning given in clause 11.3 and "sanction" has a corresponding meaning.
- 66.1.19 Headings and boxed text are inserted for convenience only and do not affect the interpretation of this constitution.

References to this constitution

- 66.2 A reference to this constitution, where amended, means this constitution as so amended.

Replaceable rules

- 66.3 Each of the provisions of the Corporations Act which would but for this clause apply to the Assembly as a replaceable rule within the meaning of the Corporations Act are displaced and do not apply to the Assembly.

Application of Corporations Act

- 66.4 Unless the context otherwise requires,
- 66.4.1 an expression used but not defined in this constitution has the same meaning given in the Corporations Act; and
 - 66.4.2 where an expression referred to in clause 66.4.1 has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as the relevant clause of this constitution, the expression has the same meaning as in that provision.
- 66.5 Subject to clause 66.3, for so long as the Assembly is a Registered Entity:
- 66.5.1 the provisions in Part 2G.2 and Part 2G.3 of the Corporations Act are incorporated into this constitution by reference as if they are repeated in full; and
 - 66.5.2 to the extent that the ACNC Act or any law or binding regulation of the ACNC applies to the Assembly and this conflicts with one or more provisions in Part 2G.2 and Part 2G.3 of the Corporations Act, the Assembly must comply with (as applicable) the ACNC Act or that law or binding regulation. However, it is expressly intended by the Members that the Assembly must hold an AGM at least once in each calendar year and within five months after the end of its financial year.

SCHEDULE 1: ELECTION RULES

Refer overleaf.



First Peoples' Assembly
of Victoria

Election Rules

VERSION 2.0

Issued 14 November 2019

Effective for elections commenced
from 12 December 2019



First Peoples'
Assembly of
Victoria

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RULES FOR THE ELECTION OF MEMBERS OF THE FIRST PEOPLES' ASSEMBLY OF VICTORIA

1 ABOUT THESE RULES

- 1.1 These Rules govern the elections of the members of the First Peoples' Assembly of Victoria, that will be the sole representative of traditional owners and Aboriginal Victorians under the *Advancing the Treaty Process with Aboriginal Victorians Act 2018* (Vic) (where it is referred to as the 'Aboriginal Representative Body').

First Peoples' Assembly of Victoria

- 1.2 Initially, the First Peoples' Assembly of Victoria will have 32 Members, consisting of:
- 1.2.1 21 persons to be elected under these Rules called **General Members**, and
 - 1.2.2 11 persons to be appointed under these Rules called **Reserved Members**.
- 1.3 The General Members will be selected through state-wide elections held in accordance with Rule 10.
- 1.4 The Reserved Members will be appointed across the State of Victoria using the procedure set out in the Constitution of the First Peoples' Assembly of Victoria.

Future elections

- 1.5 The Rules apply from elections commenced from 12 December 2019 onwards. For elections prior to this date, version 1.2 of these Rules dated 14 June 2019 apply.
- 1.6 The Rules apply until such time as new Rules are issued. An election commencing after 12 December 2019 is referred to below as **the Election**.
- 1.7 The First Peoples' Assembly of Victoria may amend this set of rules, or may create a new set of rules to govern the enrolment of voters and the election of the elected members for future elections. The members of the First Peoples' Assembly of Victoria will decide whether to adopt, amend or replace any such rules. Until such a decision is made, these Rules will be in force.

2 ABOUT THE ROLL

The Roll

- 2.1 As set out below, a roll is established to register people to enable them to vote in the Election, called **the Roll**.
- 2.2 The Roll is independent of any other existing election rolls, including those held by Australian and Victorian Electoral Commissions.

When will the Roll open?

- 2.3 The Roll opened for applications for registration on Friday, 10 May 2019. This is called the **Enrolment Opening Date**. The Roll closed for that election at 9:00 pm on Sunday 20 October 2019. The Roll reopened for future elections on Monday 22 October 2019.

3 ELIGIBILITY TO BE REGISTERED AND TO VOTE

Who is eligible to be registered to vote?

- 3.1 You may be registered on the Roll as a voter and vote in an Election if you are an eligible person.

Who is an eligible person?

- 3.2 You are an eligible person if you satisfy all of the following requirements:
 - 3.2.1 **First requirement:** You must be an individual who is aged 16 or above.
 - 3.2.2 **Second requirement:** You must either:
 - 3.2.2.1 be a Victorian Traditional Owner; or
 - 3.2.2.2 an Aboriginal or Torres Strait Islander person that lives in Victoria.

About the first requirement

- 3.3 Your age will be calculated as at the date that voting opens for the relevant Election, referred to as the **Voting Opening Date**.

About the second requirement

- 3.4 You are an **Aboriginal or Torres Strait Islander Person** for the purposes of these Rules, if you satisfy all of the following requirements:
 - 3.4.1 you must identify as an Aboriginal or Torres Strait Islander;
 - 3.4.2 you must be a person of Aboriginal or Torres Strait Islander descent; and
 - 3.4.3 you must be accepted as such in the Aboriginal or Torres

Strait Islander community.

- 3.5 A Victorian Traditional Owner has the same meaning as Traditional Owner in the *Advancing the Treaty Process with Aboriginal Victorians Act 2018*.
- 3.6 You live in Victoria if your primary residence is currently in Victoria and has been so for three out of the last five years, with that five-year period ending on the **Voting Opening Date**.

4 ENROLLING TO VOTE

How does an eligible person enrol to vote?

- 4.1 Eligible persons may apply to enrol to vote by:
- 4.1.1 completing the application form; and
 - 4.1.2 providing us with your completed application form.
- 4.2 We will publish the postal address, electronic address and website details to be used for returning completed application forms.

When can you enrol to vote?

- 4.3 You can enrol to vote at any time until 9:00pm on the **Closing Date** of the relevant election. You can enrol to vote, and vote, on the same day.

Provisional Voters and Eligible Voters

- 4.4 You will be registered as a **Provisional Voter** until you are confirmed as an **Eligible Voter**. Special rules will apply to you as a Provisional Voter and until verified your vote is a provisional vote, in accordance with Rule 12.
- 4.5 You will be confirmed as an **Eligible Voter** once:
- 4.5.1 we have determined your enrolment is compliant with these Rules;
 - 4.5.2 the time for any challenge to your enrolment under these Rules has elapsed; and
 - 4.5.3 any challenge to your enrolment under these Rules has been finalised.

What information must you provide when enrolling to vote?

- 4.6 The enrolment form will require you to provide the following details:
- 4.6.1 your full name;
 - 4.6.2 your date of birth or proof that you are at least 16 years old;
 - 4.6.3 your current residential address;
 - 4.6.4 your postal address (if different to the above address);

- 4.6.5 your email address (if you have one);
 - 4.6.6 your phone number (if you have one); and
 - 4.6.7 if you may not want to vote in person, whether you wish to receive an online ballot or a postal ballot (you may elect to receive both).
- 4.7 The enrolment form will also ask you to provide the following optional details, if you wish to:
- 4.7.1 the name of your clan, nation or mob; and
 - 4.7.2 your gender.

What evidence will you need?

- 4.8 You will need to provide us with evidence of your name and date of birth when enrolling to vote.
- 4.8.1 If you are enrolling in person we may choose to waive the requirement to provide evidence of your date of birth.
- 4.9 If you are currently living in Victoria (for however long), you must also provide us with proof of your usual residential address.
- 4.10 Despite the above, if you are in prison, living in out of home care, or experiencing homelessness at the time you apply to enrol, you may not need to provide us with evidence of your age or usual residential address.
- 4.11 Schedule 2 shows the documents that we will accept as evidence of your name, date of birth or evidence of your age and other information required to enrol.
- 4.12 We may accept the evidence in any of the following ways:
- 4.12.1 if you are enrolling online, photographs or scans of the evidence uploaded directly to the enrolment website;
 - 4.12.2 if you are enrolling by post, photocopies of the evidence that is to accompany the completed application form; and
 - 4.12.3 if you are enrolling in person, we have sighted the original documents, and we have captured photocopies, photographs or scans of the evidence at the time of your enrolment.
- 4.13 If you cannot provide us with all the required evidence, we may agree to accept other forms of evidence.

What declarations will you need to make?

- 4.14 You will need to make a declaration that you are an Aboriginal or Torres Strait Islander person when enrolling to vote.
- 4.15 If you are a Victorian Traditional Owner living in Victoria, you will need to declare that you are a Victorian Traditional Owner.
- 4.16 If you are not a Victorian Traditional Owner, you will need to make a declaration that you have lived in Victoria for three of the last five years, with that five-year period ending on the **Voting Opening Date**.
- 4.17 You must use our enrolment form for this purpose. The enrolment form contains the relevant declarations. The declaration is not a statutory declaration.
- 4.18 You will also be asked to consent to us contacting you and using your information consistent with these rules.

What will a Victorian Traditional Owner need to provide if they live outside of Victoria?

- 4.19 If you are a Victorian Traditional Owner who lives outside of Victoria, you will also need to provide us with evidence that you are a Victorian Traditional Owner. We will accept the following forms of evidence:
 - 4.19.1 a verification from a formally-recognised Traditional Owners Corporation, in a form we approve;
 - 4.19.2 a verification from an Aboriginal Community Controlled Organisation nominated by us, in a form we approve;
 - 4.19.3 a verification from another organisation nominated by us, in a form we approve; or
 - 4.19.4 if you are unable to verify using the above methods, a statutory declaration (in a form approved by us) that you are a Victorian Traditional Owner, which must be accompanied by a confirmation that you are a Victorian Traditional Owner (in a form approved by us) with the signatures of 10 people that are either Provisional Voters or Eligible Voters. However, if one or more of these Provisional Voters is not confirmed as an Eligible Voter, we may require that you provide us with additional confirmations by Eligible Voters.

Can you enrol to vote as a silent Voter?

- 4.20 If you are eligible to be registered under Rule 3, you can request us in writing not to show your residential address and/or your postal address on the Roll (referred to as a **silent Voter**). You must use our forms for this purpose.
- 4.21 We will enrol you to vote as a silent Voter if you make a declaration (in a form approved by us) that showing your address would place your personal safety or members of family at risk. An Applicant will not need to provide any details about why they consider they or their family is at risk.

How will we notify you?

- 4.22 We will notify you in writing when we have received your application and again with the outcome of your enrolment application once known. The time for us to respond to you will depend upon the timetable for the Election, among other matters.
- 4.23 We may notify you in any of the following ways:
- 4.23.1 by post, to the postal address for enrolment purposes that you nominated; or
 - 4.23.2 by email, if you have provided us with an email address.

We can also approve special enrolment procedures

- 4.24 We can approve special enrolment forms and enrolment procedures for eligible persons that may have difficulty following the above application process. This includes eligible persons:
- 4.24.1 with accessibility needs;
 - 4.24.2 who are in prison;
 - 4.24.3 who are experiencing homelessness;
 - 4.24.4 who are living in out-of-home care; or
 - 4.24.5 who are serving in the armed forces.

5 ADDRESS FOR ENROLMENT

Where will you be enrolled to vote?

- 5.1 We will enrol you to vote in the voting region in which the current residential address that you nominated in your enrolment form is located, subject to the following special Rules.
- 5.2 If the address in which you are enrolled to vote is not wholly within one voting region, we will enrol you to vote in the voting region that covers the largest geographic area of your property.

Address for enrolment if you are a Victorian Traditional Owner living outside of Victoria

- 5.3 If you are a Victorian Traditional Owner who lives outside of Victoria at the time of enrolment, we will enrol you to vote at the following address (listed in descending order of priority):
- 5.3.1 first, the residential address where you last lived in Victoria;
 - 5.3.2 secondly, if you have never lived in Victoria, the current Victorian residential address of either of your parents (if your parents both live in Victoria, but not together, you can

- choose which parent's address will apply);
 - 5.3.3 thirdly, if the address of your parent is not known or your parent never lived in Victoria, then the Victorian address of any grandparent;
 - 5.3.4 fourthly, if the address of your grandparent is not known or your grandparent never lived in Victoria, then the Victorian address of your most recent apical ancestor to live in Victoria.
- 5.4 You must provide us with all reasonable assistance that we may require to determine which address will apply under Rule 5.3.

Address for enrolment if you are in prison

- 5.5 If you are in prison at the time of your enrolment, we will enrol you to vote at the following address (listed in descending order of priority):
 - 5.5.1 first, the Victorian residential address that you last lived at prior to entering prison;
 - 5.5.2 secondly, if you have never lived in Victoria, the current Victorian residential address of either of your parents (if your parents both live in Victoria, but not together, you can choose which parent's address will apply);
 - 5.5.3 thirdly, if the address of your parent is not known or your parent never lived in Victoria, then the Victorian address of any grandparent;
 - 5.5.4 fourthly, if the address of your parent is not known or your parent never lived in Victoria, then the address of the prison.
- 5.6 You must provide us with all reasonable assistance that we may require to determine which address will apply under Rule 5.5.

Address for enrolment if you are experiencing homelessness

- 5.7 If you are experiencing homelessness at the time of enrolment, including living in transitional housing, we will enrol you to vote at the following address (listed in descending order of priority):
 - 5.7.1 first, your last known Victorian residential address;
 - 5.7.2 secondly, if you have never had a residential address in Victoria, the current Victorian residential address of either of your parents (if your parents both live in Victoria, but not together, you can choose which parent's address will apply);
 - 5.7.3 thirdly, if the address of your parent is not known or your parent never lived in Victoria, then the Victorian address of any grandparent;
 - 5.7.4 fourthly, if the address of your parent or grandparent is not

known, or your parent or grandparent never lived in Victoria, then the address of the service provider that most recently provided you with overnight accommodation.

- 5.8 You must provide us with all reasonable assistance that we may require to determine which address will apply under Rule 5.7.

Address for enrolment if you are living in temporary out-of-home care

- 5.9 If you are living in temporary out-of-home care at the time of enrolment, we will enrol you to vote at the following address (listed in descending order of priority):

- 5.9.1 first, your last known Victorian residential address prior to entering care;
- 5.9.2 secondly, if you have never had a residential address in Victoria, the current Victorian residential address of either of your parents (if your parents both live in Victoria, but not together, you can choose which parent's address will apply);
- 5.9.3 thirdly, if the address of your parent is not known or your parent never lived in Victoria, then the Victorian address of any grandparent;
- 5.9.4 fourthly, if the address of your parent or grandparent is not known, or your parent or grandparent never lived in Victoria, then the address of the service provider where you are currently in out-of-home care.

- 5.10 You must provide us with all reasonable assistance that we may require to determine which address will apply under Rule 5.9.

Address for enrolment if you are serving in the armed forces

- 5.11 If you are serving in the armed forces, and not living at your ordinary address, at the time of enrolment, we will enrol you to vote at the following address (listed in descending order of priority):

- 5.11.1 first, the residential address where you last lived or ordinarily live in Victoria;
- 5.11.2 secondly, if you have never had a residential address in Victoria, the current Victorian residential address of either of your parents (if your parents both live in Victoria, but not together, you can choose which parent's address will apply);
- 5.11.3 thirdly, if the address of your parent is not known or your parent never lived in Victoria, then the Victorian address of any grandparent;
- 5.11.4 fourthly, if the address of your parent is not known or your parent never lived in Victoria, then the Victorian address of your most recently known apical ancestor to live in Victoria.

- 5.12 You must provide us with all reasonable assistance that we may require to determine which address will apply under Rule 5.11.

How can you change your details on the Roll, or remove yourself from the Roll?

- 5.13 You may contact us to correct any errors in the Roll about your name or your other details. This includes where your details (such as residential address) have changed.
- 5.14 You may request that you are removed from the Roll if you no longer wish to be enrolled. This request must be received by us in writing. If we require further information, we will contact you. Provided sufficient information has been received to allow us to identify you and be satisfied that you have voluntarily made this request, we will remove you from the roll.
- 5.15 Removal from the roll does not impact the validity of a vote already cast in this or any previous election.

6 ACCESS TO THE ROLL

Format

- 6.1 The Roll may be kept in both electronic and hard copy formats.

Who has access to the Roll?

- 6.2 The Roll will not be publicly available. In addition, no individual candidates for election under these Rules will have access to details from the Roll.
- 6.3 The Roll will not be shared with, or accessed by, anyone unless these Rules expressly permit it, or if required by law.
- 6.4 Following the completion of the first election process in 2019, including any dispute resolution, the First Peoples' Assembly of Victoria or its agent will be provided with the Roll by the Victorian Treaty Advancement Commission or its agent. The Victorian Treaty Advancement Commission and its agents will then destroy any other copies of the Roll they hold.

What can we use the Roll for?

- 6.5 We will use information from the Roll for conducting an election under these Rules and any purposes reasonably related to that purpose. For example, we may use the information from the Roll to:
- 6.5.1 send Provisional Voters and Eligible Voters messages, including on behalf of candidates;
 - 6.5.2 identify potential Eligible Voters;
 - 6.5.3 monitor the progress of the elections, and the performance of our staff and systems; and
 - 6.5.4 assess voter eligibility.

The information will be held in accordance with our Privacy Statement found on our website.

What can the First Peoples' Assembly of Victoria use the Roll for?

- 6.6 We will disclose the Roll to the First Peoples' Assembly of Victoria to use information from the Roll for the purpose of:
- 6.6.1 contacting Voters with information about the First Peoples' Assembly of Victoria's activities;
 - 6.6.2 conducting an election for some or all of the members of the First Peoples' Assembly of Victoria under these Rules or other Rules it has adopted;
 - 6.6.3 compiling statistics and data about voters, in a de-identified manner; and
 - 6.6.4 any purposes reasonably related to the above purposes.
- 6.7 We will ensure that the First Peoples' Assembly of Victoria does not use the Roll for any other purposes.

7 NOMINATION OF CANDIDATES FOR ELECTION

About the first election process

- 7.1 The first election will be to elect up to 21 persons to serve as members of the First Peoples' Assembly of Victoria.

Who is eligible to stand as a candidate?

- 7.2 You are eligible to stand as a candidate for election if you meet all of the requirements set out in the table in Rule 7.3.
- 7.3 The table below sets out the requirements you must meet to be eligible to be a candidate for election, along with details of how we will assess whether you meet each requirement:

	Requirement that applies	How we will determine if the requirement is met
1	You must be an Eligible Voter.	We will check the Roll.
2	You must be an individual who is aged 18 or above. Your age is calculated at the date you nominate.	You may need to provide us with evidence of your date of birth, or that you are at least 18 years old. Schedule 2 shows the documents that we will accept as evidence of your date of birth.

3	You must be a Victorian Traditional Owner.	<p>We will accept any of the following forms of evidence:</p> <ul style="list-style-type: none"> • verification from a formally-recognised Traditional Owner Corporation, in a form we approve; • verification from an Aboriginal Community Controlled Organisation nominated by us, in a form we approve; • verification from another organisation nominated by us, in a form we approve; or • if you are unable to verify by the above methods, a statutory declaration (in a form approved by us) that you are a Victorian Traditional Owner, which must be accompanied by a confirmation (in a form approved by us) with the signatures of 10 Eligible Voters that you are a Victorian Traditional Owner.
4	You must not be disqualified from acting as a director of a company under the <i>Corporations Act 2001</i> (Cth).	<p>We will search registers maintained by the Australian Securities and Investments Commission and the Australian Financial Security Authority.</p> <p>You must declare that you meet this eligibility requirement.</p>
5	You must not be in prison, be the subject of an order under the <i>Crimes (Mental Impairment and Unfitness to be Tried) Act 1997</i> (Vic) or be restricted by bail, parole or other legal mechanisms from travelling within Victoria.	<p>We will conduct a National Police Records Check.</p> <p>You must declare that you meet this eligibility requirement, and attach all the requisite information to undertake a National Police Records Check.</p>
6	You must be able to participate fully in the activities of the First Peoples' Assembly of Victoria, including its Board (if you wish to, or become, a director of the First Peoples' Assembly of Victoria).	You will need to make a declaration about your ability to do this when completing the application form under Rule 7.

7	You apply within the application timeline, and consent to the election process and to being a member of the First Peoples' Assembly of Victoria, including publication of your name, personal details and Candidate Statement.	You will need to provide consent and sign your nomination form, and your application is submitted to us by 4:00pm on the Candidate Nomination Closing .
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7.4 We will bear the costs of verifying your eligibility under Rule 7.3 up to a maximum amount that we decide and we advise publicly. If it will cost us more than that amount to verify your eligibility, we can make you choose between:

7.4.1 paying us that additional amount to cover our costs and expenses; or

7.4.2 formally withdrawing your nomination form and candidacy.

How can you be nominated as a candidate?

7.5 You can nominate yourself as a candidate for election.

What nomination form must be used?

7.6 You must use our nomination form. You must include the following:

7.6.1 your gender; in particular, whether you identify as male, female or another gender;

7.6.2 information in the form of a candidate statement, which could include information about yourself including your nation/clan/mob connection, why you wish to be a member of the First Peoples' Assembly of Victoria, your views on treaties and your aspirations for treaty to a maximum of 200 words. This is called a **Candidate Statement**;

7.6.3 a passport-style photo (should you wish this to be distributed by us);

7.6.4 the name you want to appear on the ballot paper or on-line ballot screen;

7.6.5 consent to the Candidate Statement being published;

7.6.6 a signed and consented nomination form; and

7.6.7 consent to be appointed as a member of the company limited by guarantee that will be the First Peoples' Assembly of Victoria.

7.7 We may publish your name, photograph and Candidate Statement, including by:

7.7.1 publishing it on the election website;

- 7.7.2 making it available at polling places; and
 - 7.7.3 sending it to postal voters with their ballot materials.
- 7.8 We are not obliged to publish all or any part of your Candidate Statement.
 - 7.8.1 We may edit or redact your Candidate Statement if we choose to publish all or any part of it, for example if we believe that it may include misleading, deceptive or defamatory content.
- 7.9 We will only accept completed nomination forms where they are sent to us using:
 - 7.9.1 the postal details we publish for this purpose;
 - 7.9.2 electronic lodgement details published by us for this purpose;
 - 7.9.3 by personal delivery to the address we publish for this purpose; or
 - 7.9.4 facsimile to the number we publish for this purpose.

Lodgement details will be included on the Nomination Form.

What is the cut-off time for us to receive completed nomination forms?

- 7.10 We will decide the day for cut-off time for us to receive completed nomination forms.
 - 7.10.1 We will publish details of the cut-off date and time for receipt of nominations before the **Candidate Nomination Opening**.
- 7.11 We will not accept any nomination forms that we receive after the cut-off time but we may ask for further information under Rule 7.17 or extend the cut-off date under Rule 9.4.
- 7.12 You must ensure the completed, signed, nomination is received by us prior to the cut-off date and we have no responsibility to assist any person in relation to completion of any nomination.

In which Region can you be nominated as a candidate for election?

- 7.13 If you meet all of the requirements set out in the table in Rule 7.3, you may be nominated for election (at your choice) either for:
 - 7.13.1 the Region containing your current residential address in Victoria; or
 - 7.13.2 the Region that you identify as including your traditional country as a Victorian Traditional Owner.

How will we notify you about the outcome of your nomination application?

- 7.14 We will notify you in writing to confirm receiving your nomination. We will aim to notify you within two days of receiving your nomination, but the actual time required may vary, depending upon a range of matters.

7.15 We will notify you of the outcome of your application once it is known. We will aim to notify you within two days of determining the outcome of your nomination, but the actual time required may vary, depending upon a range of matters.

7.16 We may notify you in either of the following ways:

7.16.1 by post, to the address for enrolment purposes that you originally nominated; or

7.16.2 by email, if you have provided us with an email address.

We will reject all non-complying nominations

7.17 We will reject your nomination if it does not meet the requirements of these Rules.

7.17.1 However, before doing so we will ask you to provide any missing information or resolve any matters related to your eligibility that can be resolved under these Rules, provided you have initially submitted your application prior to the cut-off date and time.

7.17.2 We will do so even if that process needs to continue after the cut-off date.

7.17.3 If you provide us with the missing information or resolve eligibility matters, we may accept your nomination after the cut-off date. Missing information is any information that we would require to accept your nomination.

7.18 However, we will reject your nomination without further discussion with you if:

7.18.1 the missing information is not provided by the deadline outlined by us, and

7.18.2 we consider that the matters related to your eligibility under these Rules cannot be resolved by the **Closing Date**, or you have not provided us with the information required to resolve this matter by the date that is 10 days before the **Voting Opening Date**.

7.19 If you disagree with a decision to accept or reject a nomination you may refer the matter to the Dispute Resolution Panel set out in Rule 15.

Announcement of candidates

7.20 We will publish on our website all candidate nominations we receive, that are substantially complete, within three days of receiving them. Publishing a nomination does not indicate it has been accepted by us.

7.21 We will publicise a date for announcement of candidate nominations for each Region which we have accepted.

7.22 We will only permit a person whose candidate nomination is accepted by us to stand for election as a General Member.

8 CAMPAIGNING

Will we offer funding and support to candidates?

- 8.1 We may decide to offer funding and in-kind support to candidates to support their campaigning during election periods.
- 8.2 If we do so, we will establish policies to govern how this support will be calculated and allocated, and the additional rules that will apply to candidates regarding use of that funding. These policies will be published prior to candidate nominations opening.

What Rules apply to campaign materials?

- 8.3 All campaign materials must comply with the Code of Conduct at Schedule 4.
- 8.4 We may agree to support certain campaign materials that are produced by or on behalf of candidates. For example, we may assist in printing those materials, hosting those materials on a website or including those materials in information that we make available to Provisional or Eligible Voters. If we do this we:
- 8.4.1 will not unfairly favour any particular candidates;
 - 8.4.2 will vet all campaign materials (including for defamation or any misleading or deceptive statements); and
 - 8.4.3 may withdraw our support for any such campaign materials at any time, if we consider it necessary or appropriate.

What code of conduct will apply to candidates and their campaigners?

- 8.5 If you are a candidate, or a campaigner for a candidate, you must comply with the code of conduct set out in Schedule 4 or any replacement code of conduct that we may issue from time to time.

9 ELECTION OF GENERAL MEMBERS

- 9.1 In each election, there are 21 General Members to be elected, spread across the Regions as follows:

How many General Members will be sourced from each Region?

Region*	Number of General Members to be elected from that Region
Metropolitan	9
South West	3
North West	3

North East	3
South East	3
TOTAL	21

*see Map in Schedule 1.

What if the number of candidates in a Region does not exceed the number of vacancies?

- 9.2 If the number of candidates in a Region is equal to the number of vacancies, we will declare that each of these candidates is duly elected only if the Gender Quota as set out in Rule 13.11 has been satisfied for that Region. If we do so no election process will occur. If the Gender Quota is not satisfied, the process in Schedule 6 will apply.
- 9.3 If the number of candidates in a Region exceeds the number of vacancies, we will conduct an election in accordance with these Rules.
- 9.4 If there are an insufficient number of candidates in a Region when the cut-off date and time occurs for that Region, we may extend the cut-off date and time for us to receive and accept completed nomination forms for that Region. We have a reasonable time in which to decide:
- 9.4.1 to extend the cut-off date;
 - 9.4.2 when the cut-off date will become; and
 - 9.4.3 to announce that extension of the cut-off date.

Does an Eligible Voter have to vote in an election in their Region?

- 9.5 You do not have to cast a vote in any election. Voting is not compulsory and there is no fine or other penalty if you do not vote in an election.

10 CONDUCT OF ELECTIONS

Election Period

- 10.1 Voting will take place during the Election Period. The Election period commences on the Voting Opening Day and ends 11:00 pm on the Closing Date.
- 10.2 Not all options for voting, for example in-person voting places, will be available for the entire Election Period.

Order of candidates

- 10.3 We will determine the order of candidates on the ballot paper or on-line ballot screen by a random draw. We will nominate the place and time of the draw.

How will we conduct an election in a Region?

- 10.4 All elections will be conducted by secret vote. This will include in-person, postal and online voting.

10.5 We will assume that you wish to vote in-person. However, you can request they be provided with a postal vote or an online vote, by a:

10.5.1 request on their enrolment form, or

10.5.2 request in writing received by us:

- for a postal voter no later than by 5:00 pm, 6 days prior to the Closing Date, or
- for an online vote no later than by 9:00 pm on the Closing Date.

10.6 You may:

10.6.1 vote in person even if they have requested a postal vote or online vote. If they vote in person, we will disregard their postal vote and/or online vote.

10.6.2 not request a postal vote or online vote if they have already voted in-person.

10.7 If you vote by both post and online voting, we will disregard the postal vote.

10.8 You cannot appoint a person as proxy to vote for you.

Where will in-person polling places be located?

10.9 We will advise where in-person polling places will be located, and their hours of operation. We will publish this information a reasonable period before the Election Period commences.

10.10 We may decide that an in-person polling place will be open for the entire Election Period or we may open a polling place for a period of time during the Election Period. This information will be published by us a reasonable period before the relevant Election Period commences.

What if you are not in your voting Region during the Election Period?

10.11 You can vote at any in-person polling place, even if it is outside of their voting Region. However, they can only vote for candidates standing for election in their Region, no matter which in-person polling place they vote at. If you vote outside your Region this is referred to as an **Absent Vote**.

10.12 If you cast an Absent Vote, we must arrange for their details to be recorded and must also preserve the secrecy of their vote. We will do this in the following way:

10.12.1 You will be provided an envelope marked "Absent Vote Declaration Envelope" and will be requested to complete and sign the particulars on the Declaration Envelope.

10.12.2 The signed Declaration Envelope will be retained by the attending polling official, and the voter will be provided the relevant ballot paper and then will go unaccompanied (unless requiring assistance) to a voting compartment and

will mark their ballot paper in accordance with instructions on the ballot paper.

- 10.12.3 You must fold your marked ballot paper to preserve the secrecy of their vote and will return to the attending polling official. The polling official will ensure that the voter places and encloses their folded, ballot paper into the Absent Vote Declaration Envelope, that the voter has signed.
- 10.12.4 You must then will seal your Absent Vote Declaration Envelope and place the signed, sealed envelope in the relevant ballot box and then the voter will exit the polling venue.

Will there be restrictions on canvassing or other activities at in-person polling places?

10.13 The following rules apply regarding conduct at polling places.

10.14 Unless we expressly permit it, no person is allowed to:

- 10.14.1 canvass for votes;
- 10.14.2 induce a person not to vote for a particular candidate (or not vote at all);
- 10.14.3 exhibit any notice or sign that is not approved by us, relating to the Election; or
- 10.14.4 conduct an exit poll,

within 6 metres, or another distance determined by us, of the designated entrance of a building that is being used as an in-person polling place. Candidates must ensure people assisting them with their campaigns comply with these Rules.

10.15 No person may display any badge or emblem associated with a candidate inside any in-person polling place, unless we expressly permit it.

Restrictions on the use of devices used to capture images at polling places

10.16 No person may use any device that may capture images inside an in-person polling place.

What can happen when I am voting in person?

10.17 We can ask you to:

- 10.17.1 tell us your full name and address, and
- 10.17.2 confirm that you have not voted before in that Election.

You must truthfully answer our questions.

10.18 If we are satisfied you are an Eligible Voter, we will then mark the Roll, and provide you with the materials needed to vote.

- 10.18.1 You will then proceed to a voting compartment to vote.
 - 10.18.2 You are required to complete your vote in accordance with the instructions, and cast your vote in the appropriate location, as directed by us.
 - 10.18.3 You will then leave the in-person polling place.
- 10.19 If we are satisfied you are a Provisional Voter, we will then mark the Roll, and follow the procedures set out in Rule 12.

What happens when I vote by post

- 10.20 If you have requested a postal vote, we will send you voting materials including a:
- 10.20.1 an envelope marked "Declaration "Ballot Paper Only" Envelope" which will be personally addressed to the voter;
 - 10.20.2 relevant regional ballot paper;
 - 10.20.3 information about candidates in your Region; and
 - 10.20.4 reply postage paid envelope addressed back to us.
- 10.21 For a postal vote to be valid you must:
- 10.21.1 mark your ballot paper in accordance with the instructions on the ballot paper;
 - 10.21.2 fold the marked postal ballot paper and seal and enclose the ballot paper in the Declaration "Ballot Paper Only" Envelope (which bears your name and address details);
 - 10.21.3 sign your name on the Declaration "Ballot Paper Only" envelope (in the signature space on the Declaration envelope);
 - 10.21.4 place the signed, sealed, Declaration "Ballot Paper Only" envelope inside the reply postage paid envelope addressed to us and seal that envelope;
 - 10.21.5 post the sealed, reply postage paid envelope addressed to us; and
 - 10.21.6 cast your ballot before 11:00 pm on the Closing Date.
- 10.22 For a returned postal voting Declaration "Ballot Paper Only" envelope to be further dealt with by us it must:
- 10.22.1 be received by us by post by the tenth day after the Closing Date, and
 - 10.22.2 be signed by the Eligible Voter.

- 10.23 We will not count postal votes that are not valid.
- 10.24 To maintain secrecy of a person's vote, we will remove the personal details and signature provided under rule 10.21.2 and 10.21.3 from the Declaration "Ballot Paper Only" envelope, prior to the removal and unfolding of ballot papers. The detached details will be separately parcelled, sealed and labelled, prior to the opening of the Declaration "Ballot Paper Only" envelope.

What happens when I vote online

- 10.25 We will distribute an enrolment identification number and unique randomly allocated password (provided separately), which provide access to the electronic ballot to each enrolled person who validly requested to vote electronically.
- 10.26 To vote online you will:
- 10.26.1 authenticate your entitlement to vote and gain access to the ballot screen, on correct entry of each of your enrolment identification number and allocated random password;
 - 10.26.2 click in the selection boxes adjacent to a candidate's name on the ballot screen, to record your vote. The electronic voting system will be set to permit and record votes in accordance with voting under these Rules;
 - 11.1.1 prior to submitting your vote, review the proposed vote, at this stage you may change your vote selections; and
 - 11.1.2 submit your vote.
- 10.27 You may only vote once. Once you submit your vote it will be unable to be further changed and you will be unable to record another vote.
- 10.28 Voting by electronic means will commence at 7:00am on the **Voting Opening Date** and cease at 11:00pm on the **Closing Date**.

11 ASSISTANCE FOR VOTERS

How will Voters be informed about the candidates in their voting Region?

- 11.1 We will publish information about the candidates including their Candidate Statements in a particular Region a reasonable period before the relevant Election Period commences.
- 11.2 This assistance may include:
- 11.2.1 biographical information about the candidates;
 - 11.2.2 Candidate Statements; and
 - 11.2.3 any other information that we consider to be relevant to assist Voters.

How will Voters be informed about how to vote?

- 11.3 We will publish information about how you can vote in the election, a reasonable period before the relevant Election Period commences.
- 11.4 This may include:
 - 11.4.1 instructions on how to cast a valid vote;
 - 11.4.2 locations of in-person voting places;
 - 11.4.3 instructions on how to vote by post or online;
 - 11.4.4 instructions on how to correctly complete your vote;
 - 11.4.5 contact information for enquiries, including telephone number, postal address and email address; and
 - 11.4.6 any other information that we consider to be relevant.

How will we assist Voters with special needs?

- 11.5 We will assist you if you have special needs. This includes those who:
 - 11.5.1 have accessibility needs;
 - 11.5.2 have low or no literacy; or
 - 11.5.3 wish to nominate a person to assist them to cast their vote, should they be unable to cast their vote without any assistance. However, that nominated person can only provide assistance to you, they cannot act as your proxy.
- 11.6 If you need help from a polling official to fill out your ballot paper, one of the following people can also be there to observe:
 - 11.6.1 a scrutineer;
 - 11.6.2 another election official; or
 - 11.6.3 another person you nominate.
- 11.7 You can bring a written statement that sets out your voting intention and you can ask us for another person to complete the vote for you.
- 11.8 We will provide information about physical accessibility at each in-person voting place before the **Voting Opening Date**.
- 11.9 We will provide magnifiers and maxi pencils at each in-person voting place. You can also request large print files with key dates and information about enrolment, nomination and voting requirements.

12 PROVISIONAL VOTERS

What special Rules apply to Provisional Voters?

- 12.1 A vote cast by you as a Provisional Voter is only a provisional vote.
- 12.2 You may be required to cast their vote as a Provisional Voter should special circumstances apply as determined by us. This could include where we have incorrectly or inadvertently marked that you have already voted.
- 12.3 When you cast a vote as a Provisional Voter, we must arrange for your details to be recorded and must also preserve the secrecy of your vote. We may do so in any way that meets our requirements, including by following this process for provisional in-person voting:
 - 12.3.1 A Provisional Voter will be provided an envelope marked "Provisional Vote Declaration Envelope" and will be requested to complete and sign the particulars on the Declaration Envelope.
 - 12.3.2 The signed Declaration Envelope will be retained by the attending polling official, and the voter will be provided the relevant ballot paper and then will go unaccompanied (unless requiring assistance) to a voting compartment and will mark their ballot paper in accordance with instructions on the ballot paper.
 - 12.3.3 The voter will fold their marked ballot paper to preserve the secrecy of their vote and will return to the attending polling official. The polling official will ensure that the voter places and encloses their folded, ballot paper into the Provisional Declaration Envelope, that the voter has signed.
 - 12.3.4 The voter then will seal their Provisional Vote Declaration Envelope and place the signed, sealed envelope in the relevant ballot box and then the voter will exit the polling venue.
 - 12.3.5 We will set aside the provisional vote until the Provisional Voters status is lifted.
 - 12.3.6 Where a Provisional Voter's enrolment is not verified, the provisional declaration vote will be rejected and be set aside and not be counted.

Counting provisional votes

- 12.4 If we determine that a Provisional Voter is an Eligible Voter, the voter's ballot paper in the applicable Regional will be counted with the other votes in that Region.
- 12.5 In removing ballot papers from Provisional Vote envelopes, the secrecy and anonymity of each vote will be preserved. Scrutineers may observe this process consistent with Rule 13.5.

13 DETERMINING ELECTION OUTCOMES

How will we count votes?

- 13.1 We will count votes using the system at Schedule 5.
- 13.2 For a ballot paper to be counted the voter's intention must be clearly discernible. Intention may be discernible even if the ballot is completed in a way that varies from the instructions. A non-exhaustive list of examples of this includes:
 - 13.2.1 recording preferences alphabetically (a, b, c, d...) rather than numerically (1, 2, 3, 4).
 - 13.2.2 writing on or otherwise marking their ballot paper in addition to recording their preferences
- 13.3 We will not require you to number every box on your ballot, but you must number at least as many boxes as there are persons to be elected in your region.

Can a candidate for election nominate scrutineers?

- 13.4 A candidate may only appoint one scrutineer at each in-person voting place within the Region for which they are a candidate.
- 13.5 Candidates may also appoint one scrutineer to be present for the return processing, validation and counting of postal votes, absent votes, provisional votes and on-line votes.
- 13.6 Candidates must ensure that scrutineers follow the rules set out in Schedule 3.
- 13.7 A candidate cannot appoint themselves as a scrutineer.
- 13.8 You must use our Scrutineer Appointment Form for appointing scrutineers.
- 13.9 We are not responsible for transporting scrutineers to or from any in-person voting place. Scrutineers are not permitted to travel with us or our agents.

What gender representation requirements will apply?

- 13.10 Each candidate will be required to stipulate their gender (so as to determine whether a candidate is male or non-male identifying).
 - 13.10.1 A candidate's stipulation is not subject to challenge by any person, including us.
 - 13.10.2 A candidate may request correction to their identified gender prior to nominations closing.
- 13.11 At an Election, 40% of the vacancies for General Members in a Region (or the number that is closest to 40%, rounding down to the nearest whole number) must be filled by candidates in that Region that are non-male identifying. This is called the **Gender Quota**.

- 13.12 If, after the counting of votes in a Region, the Gender Quota is not met, the process set out at Schedule 6 will apply.
- 13.13 If, after the counting of votes in a Region or under Rule 9.2, the Gender Quota is met or exceeded in a Region, there will be no change to outcome following the counting of votes in that Region.
- 13.14 The Gender Quota operates so that:
- 13.14.1 In a Region where there are three General Members to be elected, at least one seat must be filled by a candidate in that Region who is non-male identifying.
 - 13.14.1.1 If three or more male-identifying candidates and no non-male identifying candidates are standing for election in that Region, two seats would be filled, and the third seat would be left vacant.
 - 13.14.2 In a Region where there are nine General Members to be elected, at least four seats must be filled by candidates in that Region who are non-male identifying.
 - 13.14.2.1 If five or more male-identifying candidates and no non-male identifying candidates are contesting standing for election in that Region, five seats would be filled by means of the election process and the other four seats would be left vacant.
 - 13.14.3 In the event that a seat is not filled, we may extend the period of nominations consistent with rule 9.4

What about tied votes and disputes regarding the Election?

- 13.15 If at the end of counting two or more candidates have an equal number of votes, we will recount the votes. If on the recount:
- 13.15.1 a single candidate is elected, we will declare that candidate elected; or
 - 13.15.2 if there remains a tie, the successful candidate will be determined by drawing lots. The draw will be held at a location nominated by us and conducted by a person nominated by us.
 - 13.15.3 Candidates subject to the draw will be invited to attend or nominate a person to attend on their behalf.
 - 13.15.4 The lots will be numbered sequentially. The candidate who was placed highest on the ballot will have a number drawn on their behalf first, then the second highest till a lot has been drawn for all relevant candidates.
 - 13.15.5 The candidate who has been drawn the lowest number (1) will be elected as the successful candidate.

- 13.16 A candidate may dispute the validity of an election in the Region in which they

stood as a candidate and to do so must contact us in writing within **14** days after the election result is declared.

13.17 Disputes will be heard under the process set out in Rule 14.

13.18 Voting materials must not be destroyed until the completion of any disputes under these Rules.

What if a candidate withdraws, dies, or is disqualified before the outcome is known?

13.19 A candidate may withdraw at any time. A candidate will be automatically withdrawn if they are disqualified from being elected or unable to assume the role of a General Member, for example if they pass away.

13.20 If a candidate withdraws and the number of remaining candidates is equal to or not greater than the number of candidates to be elected, those candidates will be declared elected, if the Gender Quota in Rule 13.11 is satisfied. If the number of candidates remaining is greater than the number of candidates to be elected, the election will proceed. If the Gender Quota is not so satisfied, the process in Schedule 6 will apply.

13.21 If a candidate withdraws after the ballot is drawn their name will remain on the ballot. Any votes for this candidate will be disregarded during counting.

13.22 If a candidate's name remains on the ballot, we will publish information in a form we determine listing the candidates that have withdrawn and explaining why their name still appears on the ballot. When practical we will also include this explanation in postal vote packages.

How will Election results be announced?

13.23 We will advise each person who cast a vote of the Election results. If you voted by post, you will receive the notification by post. If you voted in person or online, you will be notified by email, or by post if your email address is not known to us.

14 COMPLAINTS AND DISPUTE RESOLUTION

Complaints about the application of these Rules

14.1 You may make a written complaint to us about how we have applied these rules if you are:

14.1.1 a candidate;

14.1.2 a campaigner for a candidate;

14.1.3 a scrutineer; or

14.1.4 an Eligible Voter when the issue in dispute has or will materially affect their ability to vote in the Election.

14.2 You may not lodge a complaint on behalf of another person. However, you can assist a person to raise a complaint.

- 14.3 We will publish details of how to lodge a complaint under Rule 14.1 in a reasonable period before the Election Period commences. Unless another deadline applies in these rules, any complaint must be lodged before 7 days after the results are declared.
- 14.4 We will investigate a complaint as soon as we reasonably can. We will then decide whether to uphold or dismiss the complaint. We will write to you with our decision.
- 14.5 If we uphold a complaint, we will either re-make the decision consistent with the rules or seek to provide a remedy to correct the impact of the decision in a way most consistent with the rules.
- 14.6 You may challenge our decision on your complaint to the Dispute Resolution Panel using the process in Rule 15.

Complaints regarding conduct

- 14.7 You may make a written complaint to us about the conduct of a candidate, a candidate's campaigners or scrutineers in relation to an Election, if you are:
 - 14.7.1 a Candidate;
 - 14.7.2 a campaigner for a candidate;
 - 14.7.3 a scrutineer; or
 - 14.7.4 an Eligible Voter when the issue in dispute has or will materially affect your ability to vote in the Election.
- 14.8 You may not lodge a complaint on behalf of another person. However, you can assist a person to raise a complaint.
- 14.9 We can also investigate complaints on our initiation.
- 14.10 We will publish details of how to lodge a complaint under Rule 14.7 in a reasonable period before the Election Period commences. Unless another deadline applies in these rules, any complaint must be lodged before 14 days after the Closing Date.
- 14.11 We will investigate a complaint as soon as we reasonably can. We will then decide whether to uphold or dismiss the complaint.
- 14.12 If we uphold a complaint, or discover other unlawful or inappropriate conduct on the part of a candidate or their campaigners or scrutineers in relation to the election in the course of our investigation of the complaint, we can impose one or more of the following outcomes:
 - 14.12.1 we can ask the person not to continue with the conduct;
 - 14.12.2 we can seek an agreement from the person to change or desist in a certain conduct;
 - 14.12.3 we can issue a warning to the candidate, their campaigners and their scrutineers (as we see fit);
 - 14.12.4 we can issue a public statement;

- 14.12.5 we can require a candidate, their campaigners and their scrutineers (as we see fit) to make a public or written apology;
 - 14.12.6 if that candidate is eligible for campaign funding from us, we can withdraw some or all of that funding (as we see fit);
 - 14.12.7 we can disqualify the candidate and remove them from the Election; and
 - 14.12.8 we can impose any other lawful outcome (such as banning a person from canvassing for votes for a period of time) on the candidate, their campaigners and their scrutineers (as we see fit), and they must comply immediately.
- 14.13 We will seek to ensure any outcome we impose is proportionate to the impact on the conduct on the Election.
- 14.14 If we impose an outcome, the candidate or the affected person may request us in writing to refer the disputed matter for a decision by the Dispute Resolution Panel using the process in Rule 15.
- 14.15 If we impose an outcome that disqualifies a candidate from the election, it must automatically be referred to and considered by a Dispute Resolution Panel using the process in Rule 15.

Disputes relating to the eligibility of a voter or candidate based on the individual's Aboriginal identity or Traditional Owner status

- 14.16 If an **Eligible Voter** or a **Provisional Voter** believes another person has been invalidly enrolled to vote, or accepted as a candidate, they may communicate this in writing to us. In doing so they must:
- 14.16.1 identify the individual; and
 - 14.16.2 set out the person's reasons for believing that the individual should not have been enrolled to vote or accepted as a candidate.
- 14.17 The Roll will not be available to be reviewed for this purpose.
- 14.18 We may, either acting on the above or on our own initiation, refer a **Provisional Voter** or a candidate for consideration by a panel of respected Aboriginal or Torres Strait Islander community members.
- 14.18.1 Disputes related to eligibility based on Aboriginal or Torres Strait Islander identity or Traditional Owner status will never be decided by a singular decision-maker.
 - 14.18.2 Disputes related to eligibility based on Aboriginal or Torres Strait Islander identity or Traditional Owner status will never be decided by a non-Aboriginal or non-Torres Strait Islander person.

- 14.19 To be valid, a referral must be made within the following timeframe:

- 14.19.1 if the referral concerns a **Provisional Voter** who applied to enrol more than 20 days before the **Voting Opening Date**, the referral must be made by 12 noon 15 days before the **Voting Opening Date**;
 - 14.19.2 if the referral concerns a Provisional Voter who applied to enrol on or after 20 days before the **Voting Opening Date**, the referral must be made by 12 noon seven days after the **Closing Date**;
 - 14.19.3 if the referral concerns a candidate, before 14 days after the Closing Date.
- 14.20 The panel of respected Aboriginal or Torres Strait Islander community members may make inquiries to determine a person's eligibility.
- 14.21 If the panel unanimously believes that on the balance of probability that the person is not an Aboriginal or Torres Strait Islander person or a Traditional Owner, the panel may direct us to remove them from the roll or reject their candidate application.
- 14.21.1 If the person has already cast a vote in a current election as a Provisional Voter we will disregard that vote.
- 14.22 Before doing this, the panel of respected Aboriginal or Torres Strait Islander community members must afford the person natural justice. This includes giving them the right to a hearing, and ensuring that the panel of respected Aboriginal or Torres Strait Islander community members is not biased against them.
- 14.23 A person removed from the Roll or as a candidate may challenge this decision to the Dispute Resolution Panel using the process in Rule 15.

15 DISPUTE RESOLUTION PANEL

- 15.1 We will establish a Dispute Resolution Panel and decide upon its membership, functions and powers, but the members of this Panel must not be a candidate in the relevant Region, or closely connected to any person that made a complaint.
- 15.2 The Dispute Resolution Panel will be made up of at least three people all of whom are Aboriginal or Torres Strait Islanders. At least one member must have legal training and one member must be a Victorian Traditional Owner. The Dispute Resolution Panel may also seek advice from individuals with suitable expertise, for example legal experts. These individuals may assist in the Panel's deliberations and process but must not vote on a decision.
- 15.3 A person who requests that a disputed matter be referred to the Dispute Resolution Panel must provide that Panel with any evidence and assistance that it reasonably requests. If the person does not do so, the Dispute Resolution Panel may decide to resolve the dispute in our favour. However, that Panel must afford the person natural justice in assessing the dispute.
- 15.4 The Dispute Resolution Panel will provide us with its decision in writing. We are not obliged to share that written decision with anyone else, except the person requesting that a disputed matter be referred to the Dispute Resolution Panel and each other candidate in that Region. The decision of that Panel is final.

16 PEACEMAKERS

- 16.1 We may appoint suitably qualified respected Aboriginal or Torres Strait Islander community members as **Peacemakers** in the elections process.
- 16.2 The role of Peacemakers is to seek to resolve disputes in a culturally-based way, including seeking informal resolutions or de-escalating complaints wherever possible.
- 16.3 Peacemakers may:
 - 16.3.1 provide us with advice to support our resolution and de-escalation of complaints;
 - 16.3.2 provide the Dispute Resolution Panel with advice to support their resolution of complaints;
 - 16.3.3 offer formal peacemaking to parties to a dispute, with consent of both parties.
- 16.4 Any decision-maker under Rules 14 and 15 can refer to Peacemakers for advice in resolving a dispute.
- 16.5 Any decision-maker under Rules 14 and 15 can refer parties (with their consent) to the Peacemakers to seek to resolve their dispute through a formal peacemaking process.
 - 16.5.1 Any agreement or outcome reached through a formal peacemaking process must be approved by a member of the Dispute Resolution Panel.
- 16.6 Peacemakers may also sit on the Dispute Resolution Panel and/or hear disputes under Rule 14.16. A Peacemaker cannot adjudicate a matter before the Dispute Resolution Panel that they considered as a Peacemaker.

17 DEFINITIONS

Definitions used in these Rules

17.1 In these Rules the following definitions apply:

We and **us** means the First Peoples' Assembly of Victoria and their delegates, including any third parties retained by the First Peoples' Assembly of Victoria to manage the voter enrolment process or act as Returning Officer in the conduct of an election under these Rules.

Provisional Voter means you have registered to be enrolled, however your identity and eligibility has not yet been verified.

Eligible Voter means you are registered on the Roll as a voter.

Candidate Nomination Opening means a date for the relevant election, set by the Board of the Assembly.

Candidate Nomination Closing means a date for the relevant election, set by the Board of the Assembly, that is at least 10 days after the **Candidate Nomination Opening** for that election.

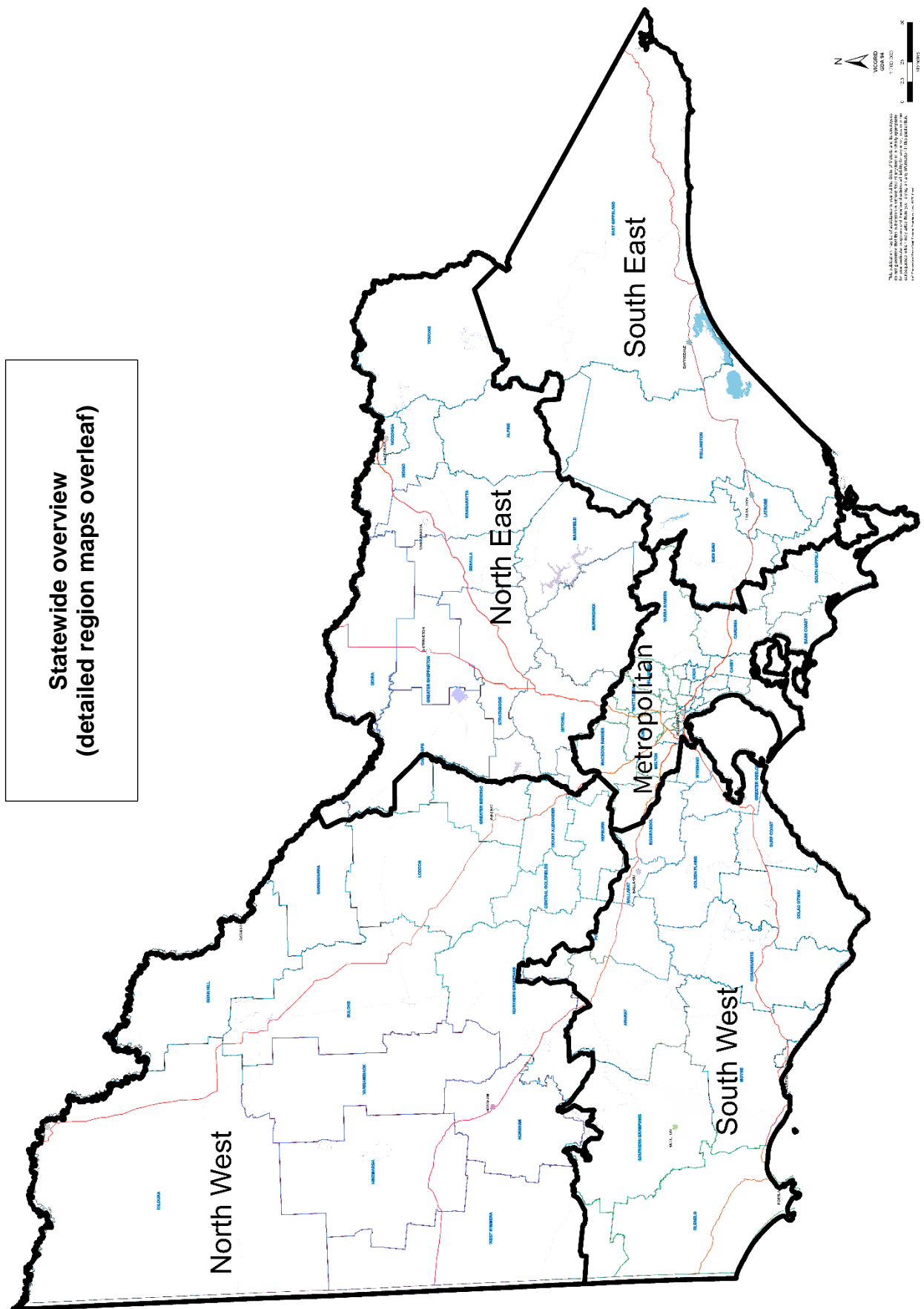
Enrolment Opening Date means 10 May 2019, which is the initial date the Roll opened for applications.

Voting Opening Date means a date for the relevant election, set by the Board of the Assembly, that is after the **Candidate Nomination Closing** for that election.

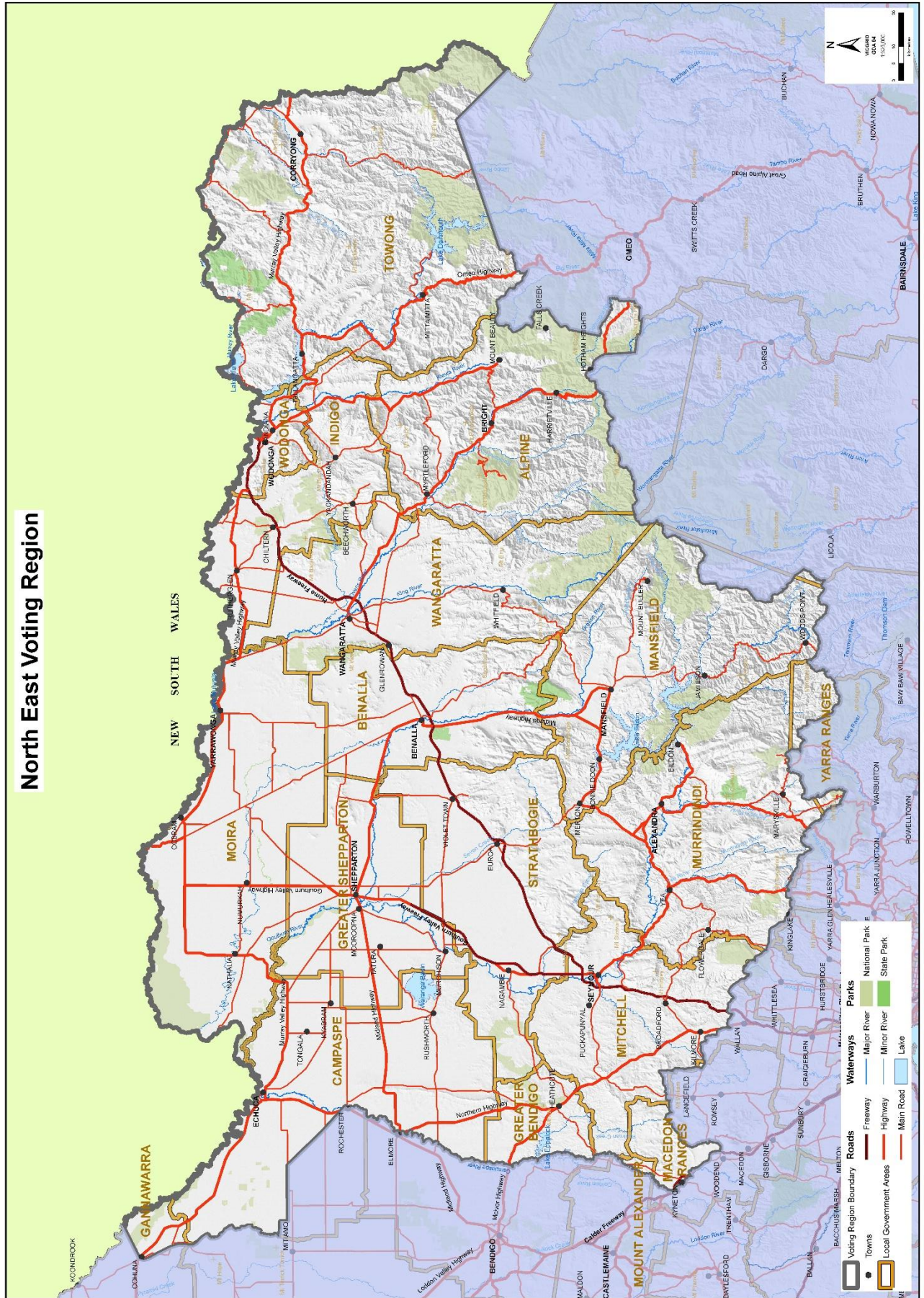
Closing Date means a date for the relevant election, set by the Board of the Assembly, that is at least 10 days after the **Voting Opening Date** for that election.

SCHEDULE 1: REGIONS

Refer overleaf.



North East Voting Region



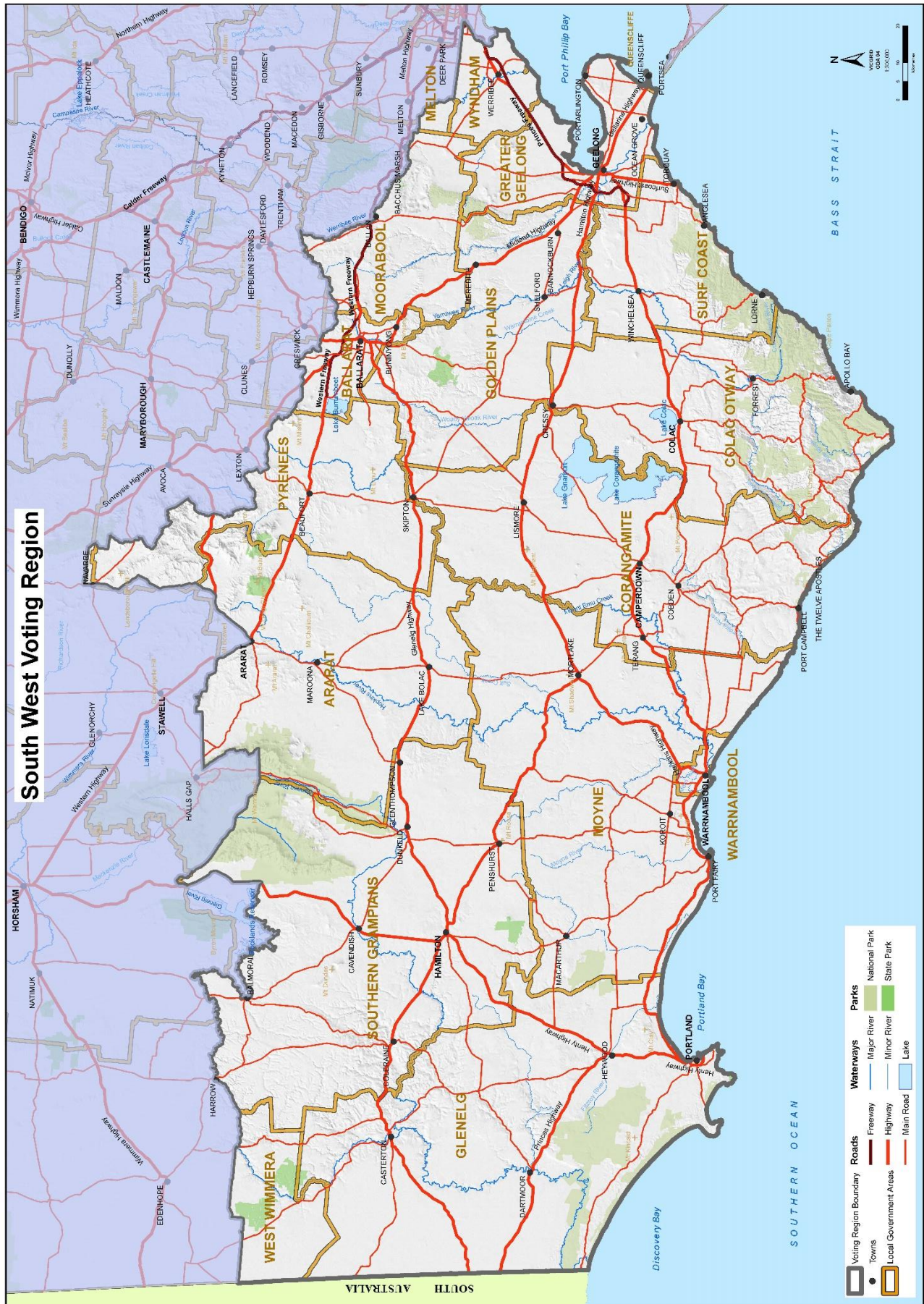
North West Voting Region

Legend:

- Roads:**
 - Freeway (thick red line)
 - Highway (red line)
 - Main Road (orange line)
- Waterways:**
 - Major River (blue line)
 - Minor River (light blue line)
 - Lake (light blue area)
- Parks:**
 - National Park (green area)
 - State Park (light green area)
- Other:**
 - Voting Region Boundary (thick black line)
 - Towns (black dots)
 - Local Government Areas (yellow outline)

Regions and Towns labeled on the map:

- SUNSET COUNTRY
- MILDURA
- BIG DESERT
- HINDMARSH
- YARRI/BLACK
- BULOKE
- SWAN HILL
- GANNAWATERA
- LODDON
- CAMPASPE
- CREIGHTON
- NORTHERN GRAMPIONS
- HORSHAM
- LITTLE DESERT
- WEST WIMMERA
- SOUTHERN GRAMPIONS
- ARARAT
- Pyrenees
- Central Goldfields
- Mount Alexander
- Ballarat
- Deer Park
- Pyrenees
- Central Goldfields
- Mount Alexander
- Ballarat
- Deer Park



SCHEDULE 2: PERMITTED FORMS OF EVIDENCE

- 1 The following table provides the documents that we will accept as evidence of your name, date of birth, and/or residential address. This is not an exhaustive list.
- 2 We will accept one piece of evidence to verify your name, date of birth and residential address if it includes a passport style photograph of yourself (e.g. driver licence). Otherwise you must provide at least two forms of evidence (e.g. birth certificate and utility statement).

Form of Identification	Name	Date of Birth	Residential address
Driver's, learner's permit, firearm, or marine licence	✓	✓	✓
Valid Passport	✓	✓	✗
Proof of Age Card	✓	✓	✓
Keypass	✓	✓	✓
Birth certificate	✓	✓	✗
Commonwealth Government Concession Card (including Health Care Card)	✓	If date of birth is listed on the card	If residential address is listed on the card
Department of Veterans Affairs Health Card	✓	✗	✗
Marriage Certificate	✓	✓	✗
Working with Children Check Card	✓	If date of birth is listed on the card	✗
Medicare Card	✓	✗	✗
Bank Card	✓	✗	✗
Australian Taxation Office Assessment	✓	✗	✓
Student or Tertiary Institution Identification card	✓	If date of birth is listed on the card	✗
Lease Agreement	✓	✗	✓
Utility statement* (Gas, water, electricity, mobile or home phone)	✓	✗	If residential address is listed on the statement
Bank statement*	✓	✗	If residential address is listed on the statement
Superannuation statement*	✓	✗	If residential address is listed on the statement
Other government issued identification	Form can vary, review prior to submitting.		

*If you submit a bank, utility or superannuation statement, they must contain an official company letterhead or stamp.

What if you cannot provide us with all the required evidence?

- 3 We may agree to accept other forms or combinations of evidence. This will be determined on a case-by-case basis and approved in writing by us.
- 4 If you cannot provide satisfactory evidence to verify your identity, you can request a Proof of Identity form from us that you can submit to an approved organisation to confirm your identity. Completion of the form is at the organisation's discretion.
 - 4.1 Approved organisations will include all secondary schools, universities, TAFEs, medical clinics, or any other organisation approved in writing by us.
 - 4.2 A completed form must include the contact details and signature of the organisation representative confirming your identity.

SCHEDULE 3: RULES RELATING TO SCRUTINEERS

Appointment of Scrutineers

- 1 A scrutineer represents a candidate's interests by ensuring the integrity of the election process. Each candidate can be represented by no more than one scrutineer for every election official involved in the election activity being observed. Scrutineers can only observe activities for the specific election for which they are appointed.
- 2 Scrutineers are engaged by a candidate and their appointment must be made in writing by completing our approved form.

Infringement of Secrecy

- 3 Except as authorised by us, a scrutineer must not communicate to any person any information likely to defeat the secrecy of voting.

Rights of Scrutineers

- 4 Scrutineers have the right to observe certain election activities prior to the close of voting and to observe all ballot papers during the counting of votes.
- 5 Scrutineers may challenge the admission or rejection of ballot paper envelopes and the formality of ballot papers by advising us of their challenges at the time that counting of votes takes place. We will determine the outcome of a challenge by a scrutineer. Our decision is final and not subject to any appeal.
- 6 The election activities a scrutineer may observe include:
 - 6.1 the opening and emptying of a postal ballot box;
 - 6.2 the opening and processing of provisional and absentee ballots;
 - 6.3 the receipt and processing of ballot paper envelopes;
 - 6.4 the extraction, counting and recounting of ballot papers;
 - 6.5 in-person voting places throughout the Election Period and during the counting of votes (when polling officials are present);
 - 6.6 any area designated for the counting of votes during the preliminary scrutiny of postal votes, provisional votes, absentee votes, and the counting of votes; and
 - 6.7 final tabulation and production of online votes.

Briefing of Scrutineers

- 7 Scrutineers will be briefed on their rights and responsibilities and will be provided with a detailed explanation of processes before each activity commences. Scrutineers will be advised:
 - 7.1 they can only be present when ballot papers for their candidate's election are being processed;

- 7.2 of the total envelopes or ballot papers involved in each activity prior to its commencement;
- 7.3 their right to observe all aspects of the processing of ballot papers, but that they must not unnecessarily communicate with anyone at the election activity and must allow space for staff to carry out their duties;
- 7.4 that they must not under any circumstances handle election materials including ballot papers, and computer systems used to manage online voting; and
- 7.5 any challenge or query should be drawn to the attention of the person authorised by the Returning Officer in charge of the election activity

Offences by Scrutineers

- 8 We may have a scrutineer removed from a venue if:
 - 8.1 more than one scrutineer for each authorised person is present;
 - 8.2 the scrutineer handles any election materials;
 - 8.3 the scrutineer obstructs or hinders our activities;
 - 8.4 the scrutineer fails to obey a lawful direction from us; and
 - 8.5 the scrutineer interferes with or attempts to influence any voter within a voting place.

Interference with voters' rights

- 9 A person must not hinder or interfere with the free exercise or performance by any other person of any political right or duty that is relevant to an election.

Interference with ballot papers

- 10 A person must not:
 - 10.1 forge or fraudulently mark, deface or destroy a ballot paper;
 - 10.2 without authority supply a ballot paper to any person;
 - 10.3 fraudulently put any unauthorised ballot paper into a ballot box;
 - 10.4 be in possession of an unauthorised ballot paper;
 - 10.5 without authority destroy, take, open or otherwise interfere with any ballot box or parcel of ballot papers;
 - 10.6 vote or attempt to vote more than once at an election, or fraudulently remove a ballot paper from a ballot box, or impersonate any voter; and
 - 10.7 leave a voting place with a ballot-paper.

SCHEDULE 4: CODE OF CONDUCT

- 1 Candidates and campaigners will show respect for each other, respect for country, and respect for past, present and future generations.
 - 1.1 The election will be conducted in a spirit of cooperation, solidarity and mutual assistance.
 - 1.2 The conduct of candidates and campaigners will respect the meaningful and voluntary participation in the election by any person or group of persons eligible to vote. This includes not preventing a person to participate in the Election based upon:
 - 1.2.1 gender identity;
 - 1.2.2 age;
 - 1.2.3 language group, nation or clan identity, including persons that are disconnected from or reconnecting with their identity;
 - 1.2.4 sexual orientation;
 - 1.2.5 disability;
 - 1.2.6 religion;
 - 1.2.7 language; or
 - 1.2.8 marital status.
 - 1.3 The wisdom and strength of Elders will be respected by all candidates and campaigners, including Elders that choose to stand as candidates.
- 2 Candidates and campaigners must:
 - 2.1 participate in the election according to the rules and regulations established in the Election Rules and this Code of Conduct;
 - 2.2 respect those working in the Election and not interfere with the performance of their duties;
 - 2.3 comply with and respect any dispute resolution process; and
 - 2.4 confine criticism of other candidates and campaigners to their policies.
- 3 Candidates and campaigners are prohibited from:
 - 3.1 any violent, abusive or threatening conduct;
 - 3.2 interfering with the ballot papers, ballot boxes, voters' rolls or other election material;
 - 3.3 interfering with the secrecy of the ballot, including attempting to find out or share

- how a person voted;
 - 3.4 campaigning for a candidate without the approval of that candidate;
 - 3.5 using branding, including the letterhead or logo of the Victorian Treaty Advancement Commission, the Treaty for Victoria brand, or the First Peoples' Assembly of Victoria to promote a candidate without appropriate authorisation;
 - 3.6 by intimidation or duress compelling a person to vote or refrain from voting or voting for a candidate; and
 - 3.7 through dishonesty or misinformation induce a person to vote or refrain from voting or voting for a candidate.
- 4 Candidates and campaigners will ensure that the content of any communications, including via social media and promotional material is:
- 4.1 fair and honest;
 - 4.2 respectful of other candidates and campaigners, and eligible voters; and
 - 4.3 free of unverified allegations, distortion or smear.
- 5 If we fund the production of communications material (for example sponsoring a social media advertisement or printing a brochure), the content must have an authorisation tag with the candidate's name, stating that they are a candidate for First Peoples' Assembly of Victoria and the Region they are running in. This must be in a form approved by us.

SCHEDULE 5: VOTE COUNTING METHOD

1 Definitions for this Schedule

Quota means the number of votes sufficient to elect a candidate. The Quota is determined by dividing the number of first preference votes by 1 more than the number of candidates required to be elected and by increasing the quotient so obtained (disregarding any remainder) by 1, expressed in the following formula:

$$\text{Quota} = \left(\frac{\text{Total Votes}}{\text{Total Seats} + 1} \right) + 1$$

Surplus means the number of votes which a candidate has obtained, at any stage of the counting of votes, in excess of the Quota;

Transfer value means that portion of a vote which is transferred to the candidate next in the order of the voter's preference because it is unused by:

- (a) an elected candidate who has obtained a Surplus; or
- (b) a candidate excluded on account of having the least number of votes.

Despite calculations, a vote cannot be transferred at a value greater than 1. A calculation that returns a value greater than 1 should be transferred at a value of 1.

2 First preference votes to be counted

- 2.1 The number of first preferences recorded for each candidate, on all the ballot papers and on-line votes which are not informal votes, is to be counted.

3 Candidate with Quota to be elected

- 3.1 A candidate who has, after the first preferences have been counted, a number of votes equal to or greater than the Quota is to be declared elected.

4 Candidate with exact Quota

- 4.1 If the number of first preferences obtained by a candidate is equal to the Quota, all the ballot papers and on-line votes on which a first preference is recorded for that candidate are to be set aside as finally dealt with, unless required for a process under Schedule 6.

5 Surplus first preference votes to be distributed

- 5.1 If the number of first preferences obtained by a candidate is in excess of the Quota, the Surplus is to be transferred to the other candidates not yet declared elected, next in the order of the voters' respective preferences, in the following manner:
 - 5.1.1 all ballot papers and on-line votes on which a first preference is recorded for the elected candidate are to be re-examined, and the number of second preferences, or, if required below, third or next consecutive preferences, recorded for each unelected candidate are to be counted;

- 5.1.2 the Surplus of the elected candidate is to be divided by the total number of votes obtained by the candidate on the counting of the first preferences, and the resulting fraction is to be the transfer value;
- 5.1.3 the number of second or other preferences, ascertained in clause 5.1.1 to be recorded for each unelected candidate, is to be multiplied by the Transfer value;
- 5.1.4 the resulting number, disregarding any fractional remainder, is to be transferred to each unelected candidate, and added to the number of votes obtained by him or her on the counting of the first preferences.

6 Order of distributing Surpluses

- 6.1 If, on the counting of the first preferences or on a transfer, more than one candidate has a Surplus, the largest Surplus is to be dealt with first and, if at that stage more than one candidate has a Surplus, the then largest Surplus is to be dealt with, and so on, but if one candidate has obtained a Surplus at a count or transfer previous to that at which another candidate obtains a Surplus, the Surplus of the former is to be dealt with first.
- 6.2 If two or more Surpluses are equal, the Surplus of the candidate who was recorded as having the highest number of votes at the last count or transfer at which the candidates had an unequal number of votes is to be dealt with first, and, if the candidates have had an equal number of votes at all preceding counts or transfers, the candidate whose Surplus is to be dealt with first is to be determined by a fair method determined by us.

7 Method of dealing with Surplus votes obtained at transfer of Surplus

- 7.1 If the number of votes obtained by a candidate is increased to a number which is equal to, or exceeds, the Quota by a transfer under clause 5, the candidate is to be declared elected.
- 7.2 Notwithstanding the fact that the candidate has reached the Quota, the transfer is to be completed, and all the votes to which the candidate is entitled from the transfer are to be transferred to the candidate, but no votes of any other candidate are to be transferred to them.
- 7.3 If the number of votes obtained by a candidate is increased by a transfer under clause 5 to a number which is equal to the Quota, all the ballot papers and on-line votes on which such votes are recorded are to be set aside as finally dealt with, unless required for a process under Schedule 6.
- 7.4 If the number of votes obtained by a candidate is increased by a transfer under clause 5 to a number which exceeds the Quota, their Surplus is to be transferred to the candidates next in the order of the voters' respective preferences, in the following manner:
 - 7.4.1 the ballot papers and on-line votes on which are recorded the votes obtained by the elected candidate in the last transfer are to be re-examined, and the number of third, or,

in the case provided for in clause 12, next consecutive preferences recorded for each unelected candidate are to be counted;

- 7.4.2 the Surplus of the elected candidate is to be divided by the total number of votes mentioned in clause 7.4.1, and the resulting fraction is to be the transfer value;
- 7.4.3 the number of third or other preferences, ascertained in accordance with clause 7.4.1 as having been recorded for each unelected candidate, is to be multiplied by the last-mentioned transfer value;
- 7.4.4 the resulting number, disregarding any fractional remainder, is to be credited to each unelected candidate and added to the number of votes previously obtained by the unelected candidate.

8 Method of transferring votes of excluded candidates

- 8.1 If, after the first preferences have been counted and all Surpluses, if any, have been transferred as provided by this Schedule, no candidate, or less than the number of candidates required to be elected, has or have obtained the Quota, the candidate who, at that count or transfer, has the least number of votes is to be excluded, and all the votes obtained by him or her are to be transferred to the candidates next in the order of the voters' respective preferences, in the same manner as provided by clause 5.
- 8.2 The votes received by the excluded candidate are to be sorted into groups according to their transfer values when received by that candidate.
- 8.3 The groups are to be transferred, at the transfer value at which they were received, in the following order:
 - 8.3.1 First, the group with the highest transfer value;
 - 8.3.2 Secondly, the remaining groups in descending order of transfer value.
- 8.4 Each of the transfers which takes place under clause 8.3 is to be taken for all purposes to be a separate transfer.

9 Method of dealing with Surplus votes obtained at transfer from excluded candidate

- 9.1 If the number of votes obtained by a candidate is increased by any such transfer to a number which is equal to, or exceeds, the Quota, the candidate is to be declared elected.
- 9.2 Notwithstanding the fact that the candidate has reached the Quota, the transfer is to be completed, and all the votes to which the candidate is entitled from the transfer are to be transferred to him or her, but no other votes are to be transferred to him or her.

9.3 If by such a transfer the number of votes obtained by a candidate is increased to a number of votes which is equal to, but does not exceed, the Quota, all the ballot papers and on-line votes on which those votes are recorded are to be set aside as finally dealt with, unless required for a process under Schedule 6.

9.4 If the number of votes obtained by a candidate is increased to a number which exceeds the Quota, their Surplus is to be transferred to the candidates next in the order of the voters' respective preferences in the same manner as provided by clause 7.4, but, in the case of a transfer of the votes of an excluded candidate under clause 8.1 or clause 11, that Surplus is not to be dealt with until all the votes of that excluded candidate have been transferred.

9.5 If a Surplus exists, it is to be dealt with before any other candidate is excluded.

10 Exclusion of candidates to continue

10.1 The process of excluding the candidate who has polled the next lowest number of votes at the election, and transferring to other candidates their votes, is to be repeated until the number of persons required to be elected are declared elected. This process is to be undertaken in accordance with clauses 8.1 to 8.3.

11 Candidates with equal number of votes

11.1 If on any count two or more candidates have an equal number of votes and one of them is to be excluded, then whichever of those candidates was recorded as having the least number of votes at the last count or transfer at which they had an unequal number of votes is to be excluded, and, if those candidates have had an equal number of votes at all preceding counts or transfers, the candidate to be excluded is to be determined by a fair method determined by us.

12 Next available preferences

12.1 In determining which candidate is next in the order of a voter's preference, any candidates who have been declared elected or who have been excluded are not to be considered, and the order of the voter's preference is to be determined as if the names of those candidates had not been on the ballot paper or on-line vote.

13 Setting aside certain ballot papers

13.1 On a transfer if on a ballot paper or on-line vote there is no candidate opposite whose name a number is placed, other than a candidate who has been declared elected or excluded, the ballot paper or on-line vote is to be set aside and not further counted, unless required for a process under Schedule 6.

SCHEDULE 6: Application of the Gender Quota

1 Exclusion of male identifying candidates

- 1.1 This Schedule sets out how the **Gender Quota** works, and it applies where not enough non-male identifying candidates are elected.
- 1.2 **Male identifying candidates** do not count towards satisfying the Gender Quota. The first step in working out who is elected is that all unelected male identifying candidates are excluded.
- 1.3 The next step is that the last elected male identifying candidate is excluded (**the excluded candidate**). The excluded candidate's preferences are then distributed to the unelected non-male identifying candidates in accordance with this Schedule.

2 Where there is only one unelected non-male identifying candidate

- 2.1 If there is only one unelected non-male identifying candidate in a Region, we will declare the candidate to be duly elected as a member of First Peoples' Assembly of Victoria to fill the seat of the excluded candidate.

3 If there are two or more unelected non-male identifying candidates is to be elected

- 3.1 If there are two or more unelected non-male identifying candidates the process set out below will apply.

4 Completed Ballot papers

- 4.1 In this clause, a reference to the completed ballots papers counted for the excluded candidate is:
 - 4.1.1 if, after the first preferences were counted, the number of first preferences recorded was equal to or exceeded the Quota required for election to the First Peoples' Assembly of Victoria, a reference to all the ballot papers and on-line votes on which those first preferences were recorded; and
 - 4.1.2 in any other case, a reference to all the ballot papers and on-line votes counted, including ballot papers or on-line votes relating to votes that were transferred to him.
- 4.2 If:
 - 4.2.1 the excluded candidate was declared elected after the candidate who was lowest on the poll at the election had been excluded from the counting; and
 - 4.2.2 the votes obtained by the candidate who was lowest on the poll were not required to be transferred to the candidates next in the order of the voters' respective preferences,

so many of those votes as would have been transferred to the excluded candidate if

the votes of the candidate who was lowest on the poll had been transferred to the candidates next in the order of the voters' respective preferences, are transferred to the excluded candidate and the completed ballot papers representing those votes are to be counted for the excluded candidate.

5 Transfer of ballots

- 5.1 The completed ballot papers counted, or by clause 4, directed to be counted, for the excluded candidate are to be examined, and all the votes obtained, or taken to have been obtained, by him are to be transferred to and counted for the unelected non-male identifying candidates first or next in the order of the voters' respective preferences.
- 5.2 The votes obtained as first preferences by the excluded candidate are to be transferred to the next preferred unelected non-male identifying candidate, with the transfer value of each of those votes determined below and the other votes (if any) of the excluded candidate are then to be dealt with in the order of the transfers in which they were obtained and at the transfer value determined below.

6 Transfer Value – First preferences

- 6.1 If the votes obtained as first preferences by the excluded candidate:
 - 6.1.1 were sufficient to elect the excluded candidate, the transfer value of those votes is the fraction determined by dividing the number of votes sufficient to elect the excluded candidate by the total number of votes obtained by the excluded candidate; or
 - 6.1.2 were insufficient to elect the excluded candidate, the transfer value of those votes is one.

7 Transfer Value – Votes not obtained as first preferences

- 7.1 If the votes obtained by the excluded candidate, other than the votes obtained as first preferences:
 - 7.1.1 did not provide a sufficient number of votes to elect the excluded candidate, the transfer value of those votes obtained on such a count is the transfer value at which they were obtained by the excluded candidate; or
 - 7.1.2 provided a sufficient number of votes to elect the excluded candidate, the transfer value of the votes received at that count is that which would have provided the number of votes which the excluded candidate required to be elected immediately prior to that count.

- 7.2 Each of the transfers which takes place as set out above is to be taken for the purposes of this Schedule to be a separate transfer.

8 Order of transfer

- 8.1 For the purposes of determining which unelected non-male identifying candidate

is first or next in the order of the voters' preferences:

- 8.1.1 the name of, and first choices recorded for, an unelected non-male identifying candidate are not to be omitted from any completed ballot papers transferred to the excluded candidate, but are to be counted for that unelected non-male identifying candidate; and
- 8.1.2 any candidates who were declared elected or who are not unelected non-male identifying candidates are to be disregarded and the order of the voters' respective preferences is to be determined as if the names of those candidates had not been included on the ballot papers or online vote.

9 Setting aside certain ballot papers

- 9.1 On a completed ballot paper, if there is no candidate opposite whose name a number has been placed, other than a candidate:
 - 9.1.1 who has already been declared elected; or
 - 9.1.2 who is not an unelected non-male identifying candidate,the completed ballot paper is to be set aside and not further counted.

10 Declaration of successful candidate and end of countback

- 10.1 After the transfers have been completed, if an unelected non-male identifying candidate has an absolute majority the returning officer must declare that candidate to be elected.
- 10.2 For the purposes of this clause, an unelected non-male identifying candidate has an absolute majority if the number of votes credited to that candidate is more than 50% of the total number of votes credited to all the participating unelected non-male identifying candidates after the transfers.

11 Next stage (if necessary)

- 11.1 If no unelected non-male identifying candidate has an absolute majority of votes, the unelected non-male identifying candidate with the fewest votes must be excluded.
- 11.2 The excluded unelected non-male identifying candidate's completed ballot papers must be transferred to the continuing unelected non-male identifying candidates in accordance with the preferences shown on those completed ballot papers, at their respective transfer values, beginning with the ballot-papers with the highest transfer value and ending with those with the lowest transfer value, as follows:
 - 11.2.1 the total number of completed ballot papers received by the excluded unelected non-male identifying candidate at a particular Transfer value and expressing the next available preference for a particular continuing unelected non-male identifying candidate must be multiplied by that

transfer value; and

11.2.2 the number obtained under clause 11.2.1 (disregarding any fraction) must be added to the number of votes of that continuing unelected non-male identifying candidate; and

11.2.3 all those completed ballot papers must be transferred to that continuing unelected non-male identifying candidate.

11.3 The Transfer value of a vote for the purposes of this clause is the same as the Transfer value set out in clauses 6 and 7.

11.4 After doing this in respect of each continuing unelected female or non-male identifying candidate, if an unelected non-male identifying candidate has an absolute majority the returning officer must declare that candidate to be elected.

11.5 For the purposes of this clause, an unelected non-male identifying candidate has an absolute majority if the number of votes credited to that candidate is more than 50 per cent of the total number of votes credited to all the continuing unelected non-male identifying candidate after the transfers and additions required by clause 11.2.

12 Process if vote equal

12.1 If:

12.1.1 an unelected non-male identifying candidate must be excluded; and

12.1.2 2 or more of the continuing unelected non-male identifying candidates having the fewest votes have an equal number of votes after the process referred to in this Schedule,

the candidate who had the fewest votes at the last count or transfer at which they had an unequal number of votes is to be excluded.

12.2 If there is no stage at which the 2 or more continuing unelected non-male identifying candidates had an unequal number of votes, the returning officer must decide by lot which candidate is to be excluded.

13 If more than one seat to be filled through Gender Quota countback

13.1 If through an initiation operation of the Gender Quota countback the Gender Quota is still not met, the Gender Quota countback shall continue to operate as provided through this Schedule until the Gender Quota is met.



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SCHEDULE 2: APPOINTMENT RULES

The Appointment Rules deal with how Traditional Owner Groups are to select people to be Reserved Members.

The members of the Traditional Owner Group need to approve the method of choosing the Reserved Member.

If they do not do so, the board of the Traditional Owner Group can make the selection on an interim basis for the Reserved Member to be in office 6 months. In that 6 month period the members need to approve the method of choosing the Reserved Member and choose the Reserved Member.

The Traditional Owner Group must use our* approved Reserved Member Appointment Form.

Eligibility for reserved seat

Each Traditional Owner Group will be reserved one seat on the Assembly. A Traditional Owner Group has the same definition as in the Constitution of The First Peoples' Assembly of Victoria (**Assembly**). Thus for these purposes it means:

- a group registered as a native title holder for an area in Victoria where there is a native title agreement under the *Native Title Act 1993* (Cth);
- a group formally recognised under the *Aboriginal Heritage Act 2006* (Vic) as a Registered Aboriginal Party; or
- a group that has a Recognition and Settlement Agreement under the *Traditional Owner Settlement Act 2010* (Vic).

Method of selection

Each Traditional Owner Group will be able to decide their own method for selecting the person to be appointed to the reserved seat.

The method used by the Traditional Owner Group must be approved by the members of the Traditional Owner Group. Examples of methods that could be used include:

- a vote at a general meeting (for example an annual general meeting);
- a postal vote by members of the corporation, and
- another method where members have the opportunity to consider and endorse the method.

The Traditional Owner Group must use the method approved by its members to appoint its representative. The Traditional Owner Group must use Reserved Member Appointment Form published by us.*

Interim selection method

For the purposes of the first Assembly Chamber, if a Traditional Owner Group does not have its method approved by its members, the board of the Traditional Owner Group may decide a selection method and use this to select a person to the reserved seat (an **interim appointee**). However, the board of the Traditional Owner Group must do so by 8 November 2019.

For any other election, the board of the Traditional Owner Group may decide the selection method and use this to select a person for the reserved seat. The board of the Traditional Owner group must use its best efforts to ensure this is done at least four weeks before the first Assembly Chamber following an Election.

However, if the board is unable have its members approve a method of selection the board may chooses the method and select a person. That person is appointed on an interim basis. The

Traditional Owner Group will then have six months to decide the method for selecting a person to a reserved seat and have the method approved by its members, and then to select a person on a continuing basis.

If the members of the Traditional Owner Group do not approve a method of selecting a Reserved Member within six months from the date of appointment of the interim Reserved Member:

- the Traditional Owner Group will be deemed to have decided not to select a Reserved Member at that time; and
- the person who is the interim Reserved Member will stop holding office at the end of that six month period.

If the members approve a selection method, and a different person is selected in this process, the board of the Traditional Owner Group must advise the Assembly of the details of the person selected and give a consent to be a member signed by the person.

The Traditional Owner Group must use their best efforts do this so that the new representative will be able to attend the next scheduled Assembly Chamber. The new person will assume all responsibilities as a Member from the time of this Assembly Chamber, subject to being admitted as a Reserved Member under the Assembly's constitution.

The interim appointee will continue to have all the rights, entitlements and responsibilities until both the new person is formally admitted as a Reserved Member. The interim appointee will receive all payments accruing to them up to when the new person is formally admitted as a Reserved Member.

Any decisions made by the Assembly remain valid even if the person appointed as the relevant Reserved Member is changed.

What if a Traditional Owner Group is in administration?

A Traditional Owner Group will continue to be able to appoint a person to a reserved seat, if it is in under control of an external person (such as an administration or special administration).

If a Traditional Owner Group is in in this position when they are required to appoint a person to a reserved seat (for example when a person's term expires, or they step down), the external person (or a person appointed by the members of the Traditional Owner Group) will need to advise the Assembly of the person selected by members of the Traditional Owner Group.

This selection could be by:

- a vote at a general meeting (for example an annual general meeting);
- a postal vote amongst members of the corporation, or
- another method where members have the opportunity to consider and endorse the method.

What funds are available to organise and administer the funding of a selection?

The costs for organising and administering the selection of a person to reserved seat will be the responsibility of the Traditional Owner Group. The Victorian Treaty Advancement Commission and the Assembly have no obligation to pay for the organisation and administration of the process of making the selection.

A Reserved Member will be entitled to the same stipend or sitting fee, resources and allowances from the Assembly as a General Member.

What if a person is not selected within the required timeframe?

If a Traditional Owner Group selects a person after the deadline has passed, the person cannot vote at the next Assembly Chamber, but the person may be admitted as an observer at the discretion of the chairperson of that Assembly Chamber. However, once admitted as a Reserved Member the person will be able to take up the reserved seat at a subsequent Assembly Chamber.

What happens when a new Traditional Owner group is formally recognised?

A new Traditional Owner Group will be eligible to select a person to reserved seat as soon as they meet the criteria for formal recognition as a Traditional Owner Group. To participate in an Assembly Chamber, the person must be selected, using the processes set out above, at least one month before that Assembly Chamber taking place (as well as being formally admitted as a Reserved Member).

Will a gender quota operate for Reserved Members?

There is currently no requirement to meet a gender balance for Reserved Members. The Assembly may adopt a quota or other system in the future if one gender is overrepresented among the Reserved Members.

Eligibility requirements for a person to become a Reserved Member

Requirement that applies	How we* will decide if the requirement is met
The person is an individual who is aged 18 or over four weeks before the first Assembly Chamber following an Election.	The person must give us* with evidence of their name, address, and date of birth (and that they are at least 18 years old).
The person must be a Victorian Traditional Owner.	Verification from the Traditional Owner Group that the person is a Victorian Traditional Owner.
The person must not be disqualified from acting as a director of a company.	<p>The person must declare that they meet these eligibility requirements. We will search relevant public registers to check this.</p> <p>If the Traditional Owner Group tells us of the person two months before the next Assembly Chamber , we will administer a National Police Records Check. We will liaise with the person to have them complete and attach all the requisite information for a Police Records Check to be undertaken. For the purposes of the first Assembly Chamber , the formally recognised Traditional Owner Group should tell us by 4 October 2019.</p>
The person must not be in prison, be the subject of an order under the <i>Crimes (Mental Impairment and Unfitness to be Tried) Act 1997</i> (Vic) or be restricted by bail, parole, or other legal mechanisms from travelling within Victoria.	<p>If the Traditional Owner Group tells us of the person less than two months before the next Assembly Chamber , a National Police Records Check certificate must be provided dated within the last 7 months before the Assembly Chamber (8 November 2019 for the purposes of the first Assembly Chamber). The cost of this check will be reimbursed by us up to the amount set by Victoria Police for a National Police Records Check rounded to the nearest whole number.</p> <p>During the Initial Phase, we may adopt another method of determining if this requirement is met - for example, requiring the person to make a declaration about these matters in a form we approve.</p>

During the Continuing Phase, the Assembly Chamber may adopt another method of determining if this requirement is met - for example, requiring the person to make a declaration about these matters in a form the Assembly Chamber approves.

The person is able to participate fully in the activities of the Assembly, including its Board (if they wish to become a Director).

The person must make a declaration about their ability to participate in a form we approve.

Evidence requirements

The Traditional Owner Group must give the following description and evidence when selecting a person:

- Full name of the Traditional Owner Group;
- Full name of person;
- Description of the method used to select the person;
- Detail as to whether method has been approved by the members of the corporation or if the board has used an interim method; and
- Copy of evidence supporting the selection of the method used to appoint the person and the use of the method to select the person, such as an extract of the minutes of a general meeting of the Traditional Owner Group where the method was decided or a motion passed by the board of the corporation.

The Assembly may create a form for this purpose and, if so, it must be used by the Traditional Owner Group.

This information and evidence must be provided by person(s) authorised to make a declaration on behalf of the Traditional Owner Group that the appointment reflects the decision of the Traditional Owner Group. This must include:

- Full name of person(s);
- The person(s) authorised to make the declaration's signature;
- The office(s) held by the person(s) make the declaration; and
- The date the declaration was made.

About these Appointment Rules

* In these Rules "we" and "us" means the Victorian Treaty Advancement Commission until the first Election results are published, and after that means the Assembly.

These Appointment Rules do not form part of the Assembly's constitution, and may be amended or replaced by the Assembly Chamber from time to time by Ordinary Majority Resolution.

Capitalised terms used but not defined in these Appointment Rules have the meaning given in the Assembly's constitution.

To the extent of any inconsistency between the provisions of these Appointment Rules and the provisions of the Assembly's constitution, the provisions of the Assembly's constitution will prevail.

SCHEDULE 3: **REGION RULES**

The Region Rules set out the rules for:

- creating and changing Regions;
- for enrolling Voters in a Region, and
- how many Members represent a Region.

What are the Regions?

The current Regions are contained in the Election Rules. The Elections Rules must be amended to include any update to the Regions.

Which Region will a person be enrolled to vote?

A person will be enrolled in the Region in which the current residential address that they nominated in their enrolment form is located, subject to the following special rules.

If the address in which they are enrolled to vote is not wholly within one Region, they will be enrolled to vote in the Region that covers the largest geographic area of their property.

How are Regions to be drawn?

Regions are intended to ensure that Members are drawn from different parts of the State in way that is broadly in line with the population. Regions are not treaty regions, traditional owner boundaries or determinations of country.

Regions must be drawn in a way that:

- Does not cross formally recognised traditional owner boundaries (**traditional owner boundaries**).
- Incorporates multiple traditional owner groups (whether or not they are formally recognised).
- Follows local government boundaries except where they intersect with a traditional owner boundary.
- When a local government boundary intersects with a traditional owner boundary, the Region boundary will follow the traditional owner boundary until it reaches the nearest local government boundary, which it will then continue to follow.

What is a formally recognised traditional owner boundary?

- A boundary of a Registered Aboriginal Party.
- A boundary recognised through the process of agreement making under the Traditional Owner Settlement Act.
- A boundary recognised through another process as resolved by a super majority vote of the Assembly.

When are Regions to be reviewed?

Regions are to be reviewed before an Election if, since the last review, there is:

- The publication of a new series of data that is used to calculate the voting age population.
- Any change to the boundaries of associated with a Traditional Owner Group, or the recognition or loss of recognition of a Traditional Owner Group, where these boundaries are also a Region boundary or now intersect with a Region boundary.
- Any change to the boundary of a local government area where this boundary is also a Region boundary.
- Any change to the State boundary of Victoria where this boundary is also a Region boundary.
- An ordinary motion of the Assembly Chamber to do so.

The exception to the above is when any of these events happen within three months of an Election. In this case, the Review will take place after the Election.

How are Regions to be reviewed?

- The Board may call a panel to review the Regions (**review panel**).
- The review panel must consist of at least three people, none of which have been a candidate for the Assembly in the most recent Election.
- At least one member of the panel must have suitable expertise in drawing and understanding voting boundaries.
- The panel may consider any or all of the Regions and assess whether the Regions still best meet the criteria in these Region Rules.
- The panel may present revised boundaries to the Board that the panel considers better reflect the criteria in these Region Rules.
- If the panel does so, the Board must present these revised boundaries to the Assembly Chamber for a period of feedback of approximately two months' in duration.
- Following this feedback period, the panel may provide the Board with the final revised boundaries. If the panel does so, the Board must present the final revised boundaries to the Assembly Chamber for consideration and, if thought fit, adoption.
- The Assembly Chamber may adopt the revised boundaries proposed by the panel by Special Majority Resolution. If the panel does not adopt the revised boundaries they are rejected, and the panel must review and amend its proposal and repeat the above process.

How many Members are to be elected in each Region?

- Each Region is to be allocated a Member for every 1,700 head of voting age population in that Region, rounded up to the nearest whole number.
- Exceptions to the above:

- There is to be a minimum of three Members in each Region.
- There is to be an odd number of Member in each Region. If the above formula would result in there being an even number of Members in that Region, the number of Members should be rounded up to the nearest whole number (being an odd number).

How is the voting age population in a Region calculated?

Voting age population is to be calculated using the most recent published census undertaken by the Australian Bureau of Statistics.

The voting age population is to be the number of people who have identified as Aboriginal and/or Torres Strait Islander living in that Region who are at the voting age or above.

At the time the Assembly was set up, there was not sufficiently accurate data to allow for calculating the number of eligible Voters in a Region including the number of:

- Traditional owners living interstate who would be enrolled to vote in that Region.
- Number of non-traditional owners who have not lived in that Region for long enough to qualify to vote.
- Number of people who did not respond to, or responded inaccurately to the most recent census.

The review panel may consider and recommend to the Board an alternate method of calculating voting age population to be adopted. If the panel does so, the Board must submit the proposal to the Assembly Chamber and the same review process as for review of Regions will apply (as set out above), including the period for feedback and the mechanism for approval by the Assembly Chamber. To avoid doubt, if the panel proposes changes to both the Regions and the method of calculating voting age population, those proposals can be submitted and considered by the Assembly at the same time.

About these Region Rules

These Region Rules do not form part of the Assembly's constitution, and may be amended or replaced by the Assembly Chamber from time to time by Ordinary Majority Resolution.

Capitalised terms used but not defined in these Region Rules have the meaning given in the Assembly's constitution.

To the extent of any inconsistency between the provisions of these Region Rules and the provisions of the Assembly's constitution, the provisions of the Assembly's constitution will prevail.

SCHEDULE 4: MEMBERS' CHARTER

This Member's Charter sets out:

- The objective of the Members' Charter.
- The Member role description.
- The behaviours and requirements of Members and the consequences for not complying with the Members' Charter.
- How this Members' Charter may be changed.

Objective of the Members' Charter

The Assembly has a challenging role. Advancing the Treaty process and supporting Traditional Owners and Aboriginal Victorian' communities requires strength, inclusiveness, wisdom and courage. The success of the Assembly will be how its Members work together to support those communities. This does not mean that Members must always agree, but it means that Members must work constructively, and with purpose, to advance the work of the Assembly. Members have been selected by their communities to represent them in this stage of the treaty process, and this is a great responsibility.

The Members' Charter sets out the intended role and behaviour of all Members. This includes the commitments, moral and ethical behaviours, and standards of each Member when:

- acting as a Member;
- interacting with:
 - other Members and the Board;
 - the Elders' Voice; and
 - the Assembly's professional staff, and other stakeholders including government; and
- engaging with any community in Victoria.

This Members' Charter is binding on Members

All Members agree to follow this Members' Charter as a condition of being a Member.

Member role description

Members are the voice of the Aboriginal Victorian community in the next stage of the Treaty process. Members are tasked with ensuring that the views of Aboriginal and Torres Strait Islander people living in their region are considered in the development of the Treaty negotiation framework, Treaty authority and self-determination fund.

It is expected that the Assembly Chamber will meet at least 4-6 times per year for 1-2 days at a time, with the schedule of meetings to be set annually by the Board, in consultation with the Assembly Chamber.

At Assembly Chambers, Members will be asked to consider and set the direction of the Assembly, including key decisions on:

- the development of the treaty negotiation framework, the structure of the "Treaty Authority" and self-determination fund and other Treaty-Related Matters;
- negotiation positions on Treaty-Related Matters, including responses to government offers; and
- activities of the Assembly, including how it continues to engage with community.

Where practicable, Members should try to reach agreement by Consensus on Assembly business. The Board may adopt and give to Members a non-binding framework or guidelines to facilitate the making of decisions by Consensus.

Members who are elected to the Board will have additional responsibilities and will be subject to directors' duties when exercising their powers and discharging their duties as Directors. These additional responsibilities may be described in any Board role description adopted by the Board.

Behaviour and requirements of Members

If a Member is not meeting the following standards of behaviour, this may be grounds for the Assembly to take action to remove the Member under the Assembly's constitution.

Engagement requirements:

The strength of this process is drawn from Traditional Owner and Aboriginal Victorian communities across the State feeling engaged and feeling ownership of this process. Every Member must bring their communities along on this journey by:

- Engaging meaningfully with the communities in the Region they represent.
 - This includes holding regular meetings in their Region that are open to all community members, at a minimum once before each Assembly Chamber.
- If selected by a Traditional Owner Group, engaging meaningfully with that Traditional Owner Group and its members.
 - This includes holding regular meetings with the Traditional Owner Group and meetings that are open to the members of the Traditional Owner Group, at a minimum once before each Assembly Chamber.

The Assembly will give administrative support for these meetings (within the policies set by the Board).

- Making themselves reasonably available to be contacted by, and to meet with, community members in their Region. Members also agree to respond to communications from community members in their Region (within reason).

Confidentiality requirements:

Each Member agrees to:

- Keep confidential and not disclose any confidential information of the Assembly they may receive or become aware of while, or through having been, a Member. The Member agrees to keep information confidential even if the Member stops being a Member. Exceptions to this are:
 - the information is already publicly available (except if revealed by a Member in breach of confidentiality);
 - to the extent that disclosure is required by law;
 - with the prior written agreement of the Assembly; and
 - to a lawyer acting for the Member in the context of their solicitor-client relationship (and who must agree to keep the information confidential).

Attendance requirements:

Each Member agrees to:

- Attend all Assembly Chambers for the full duration.
 - a Member may miss an Assembly Chamber, or part of a meeting, for a legitimate reason (for example due to illness, "sorry business" or in light of the Member's other cultural duties);

- even if a Member misses an Assembly Chamber, the Member is still expected:
 - to perform their duties before and after the Assembly Chamber (for example, holding meetings in their Region and responding to communications); and
 - to make efforts to be informed of the business of the Assembly Chamber they missed; and
- where a Member is going to miss an Assembly Chamber and chooses to appoint a proxy, the strong preference is that the Member appoints the chairperson of that Assembly Chamber or if not suitable, then a fellow Member as their proxy.
- A Member that misses the formal parts of two Assembly Chambers in a row or three Assembly Chambers in a consecutive period of 12 months without the Board's written consent, whether or not including any AGMs, will be considered to not be fulfilling their responsibilities under this Members' Charter. Ongoing absence from Assembly Chambers without the Board's written consent may lead to action being taken to remove the Member under the Assembly's constitution.

Required standards of behaviour:

Each Member agrees to ensure that the content of any communications (including social media) about Assembly business and about other Members that they make, authorise or endorse, does not breach any obligations of confidence and also is:

- fair and honest;
- respectful towards other Members, and all members of the Aboriginal Victorian community; and
- free of allegations, distortion or smear.

Members must declare and manage conflicts of interests as per any conflicts policy adopted by the Board.

Each Member agrees not to engage in:

- any violent, abusive or threatening conduct, including lateral violence, when engaging in Assembly business;
- interfering with the work or activities of other Members, professional staff or other stakeholders; or
- intimidation or duress to attempt to compel another Member to support, or not support, a decision of the Assembly or proposed resolution.

Amending this Members' Charter

This Members' Charter does not form part of the Assembly's constitution and may be amended or replaced by the Assembly Chamber from time to time by Ordinary Majority Resolution. However, any terms of any amended or replacement Members' Charter must not be inconsistent with the terms of the Assembly's constitution, the Election Rules, the Appointment Rules, or the requirements of the law.

About this Members' Charter

Capitalised terms used but not defined in this Members' Charter have the meaning given in the Assembly's constitution.

To the extent of any inconsistency between the provisions of this Members' Charter and the provisions of the Assembly's constitution, the provisions of the Assembly's constitution will prevail.

SCHEDULE 5: COUNTBACK RULES

The Countback Rules set out the rules for having a countback to fill a casual vacancy for a General Member.

What is a countback?

A countback is a counting of votes from the previous Election to fill a vacancy arising in a general seat.

The vacancy is filled in proportion to the amount of support each candidate has in the Region that elected the vacating General Member.

Returning Officer

An casual vacancy to be filled by a countback must be conducted by an independent person appointed by the Board (**returning officer**). The returning officer will undertake a countback of the eligible candidates to decide the person to fill the casual vacancy.

Eligible Candidate

A person is an **eligible candidate** for the purposes of the countback if:

- (a) that person was a candidate at the most recent Election;
- (b) did not withdraw or retire from, and was not elected at, that Election; and
- (c) is still eligible to be elected to the Assembly as a General Member under the Election Rules and the Assembly's constitution.

If a candidate wishes to withdraw from a countback, that candidate must notify the returning officer within 10 business days of receipt of a notification that a countback will take place.

However, if a candidate fails to do so and is elected under these Countback Rules they cannot be entered in the Register as a General Member without confirming in writing to the Assembly their consent to being a Member.

If they do not do so the countback will be promptly re-commenced but excluding them as an eligible candidate.

Procedure if only one eligible candidate

If there is only one eligible candidate for the purposes of the countback, that eligible candidate is deemed elected as the new General Member.

Procedure if there is more than one eligible candidate

At a notice period decided by the Board, the returning officer must give written notice to each eligible candidate by email and post to their contact details.

The written notice from the returning officer must outline:

- (a) the date, time and place for the conduct of the countback;
- (b) that an eligible candidate is entitled to appoint scrutineers; and
- (c) the contact details of the returning officer.

The date for the conduct of the countback must be a date which is at least 10 business days after the date of the written notice which, in the opinion of the returning officer, is the earliest practicable date to conduct the countback. The Election Rules applying to scrutineers apply to a countback (with the necessary changes being made to make those rules work in this context).

Conduct of countback

The countback fills one casual vacancy at a time. The only voting papers and online votes (**votes**) under scrutiny in a countback are those which elected the General Member whose retirement or resignation resulted in a casual vacancy (**former General Member**).

All eligible candidates participating in a countback have zero votes at the beginning of the countback. Any votes an eligible candidate received in the original Election are not counted for the purposes of the countback. An eligible candidate must receive more than half of the value of all votes of the vacating General Member to fill the vacancy.

The votes that elected the former General Member and the value of those votes are worked out. The value of each vote is the value at which they were originally received by the vacating candidate. The Election Rules applying to how to value votes apply to a countback (with the necessary changes being made to make those rules work in this context).

All votes are then transferred to the eligible candidates participating in the countback according to the next preference marked by Voters at their respective transfer value, beginning with the highest transfer value and ending with the votes with the lowest value.

If a candidate achieves an absolute majority, that candidate is elected. The absolute majority is calculated as one more than half the total value of votes in the count, disregarding any remainder. If no eligible candidate has an absolute majority, the eligible candidate with the lowest value is excluded, and all of that excluded candidate's votes are then transferred to the remaining eligible candidates according to the next preference marked by Voters.

Whether there is an absolute majority must be recalculated after each transfer is completed. If still no eligible candidate has absolute majority, then the eligible candidate who now has the lowest value is excluded and the voting papers transferred to the remaining eligible candidates under the steps outlined above.

This process continues until an eligible candidate achieves an absolute majority. If that eligible candidate does not consent to become the new General Member, the countback process will continue until another eligible candidate who consents to become the new General Member achieves an absolute majority.

About these Countback Rules

These Countback Rules do not form part of the Assembly's constitution, and may be amended or replaced by the Assembly Chamber from time to time by Ordinary Majority Resolution.

Capitalised terms used but not defined in these Countback Rules:

- that are defined in the Assembly's constitution have the meaning given in the Assembly's constitution.
- that are defined in the Election Rules have the meaning given in the Election Rules.

To the extent of any inconsistency between the provisions of these Countback Rules and the provisions of the Assembly's constitution, the provisions of the Assembly's constitution will prevail.

SCHEDULE 6: **DISPUTE RESOLUTION PROCESS**

The Dispute Resolution Process provides a framework for seeking to resolve Disputes involving Members and/or Directors. Schedule 6 sets out:

- How a Dispute resolution process for the Assembly and Directors may be created and adopted.
- The values and principles that must underpin a Dispute resolution process.
- Who approves a dispute resolution process.
- An interim dispute resolution process that will operate until a Dispute resolution process is created and adopted.

Members may create and adopt a Dispute Resolution Process

- (a) The Assembly Chamber may create and adopt a dispute resolution process to resolve Disputes, to be the **Dispute Resolution Process**.

To avoid doubt, the Assembly Chamber may also adopt a Dispute Resolution Process that has been prepared by others, including the Board.

- (b) The creation and adoption of a Dispute Resolution Process must:

- be culturally-based.
- be fair and transparent.
- set out a procedure for the resolution of Disputes.
- specify the periods of time within which the stages of the Dispute Resolution Process must be carried out .

- (c) A Dispute Resolution Process that is created and adopted by the Assembly must be approved by an Ordinary Majority Resolution of the Assembly Chamber.

Dispute resolution

- (a) Until such time that a Dispute Resolution Process is created and adopted by the Assembly Chamber, the following process will operate to resolve Disputes.

- (b) If a Dispute arises, the parties to the Dispute must try to resolve the Dispute themselves on an informal basis and in good faith.

- (c) If a Dispute cannot be resolve informally, any party to the Dispute may give a written notice to the other party or parties describing what the Dispute is about (a **Dispute Notice**).

- (d) A copy of the Dispute Notice must be given to the Assembly Chamber.

- (e) Once a Dispute Notice is given to the Assembly Chamber, any of the parties involved in the Dispute may refer the Dispute to an independent person or panel agreed to by the parties to the Dispute. However, if the independent person or panel will require payment or the proposed process will otherwise involve costs that the parties wish for the Assembly to pay or contribute to, the Assembly is not required to do so unless the Board has granted written approval.

- (f) If an independent person or panel cannot be agreed to by the parties, or if the Dispute cannot be resolved by referring the Dispute to an independent person or panel, the Dispute will be referred to the Assembly Chamber to resolve the Dispute to the mutual satisfaction of the parties. The Assembly Chamber may by Ordinary Majority Resolution refer the Dispute to Elders' Voice, if established, to attempt to resolve the Dispute to the mutual satisfaction of the parties.