

Corporations Act 2001 (Cth)

A public company limited by guarantee

and not having a share capital

Australian Republic Movement

**ACN 094 419 619
ABN 29 094 419 619**

CONSTITUTION

[As Amended March 2023]

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Corporations Act

A public company limited by guarantee and not having a share capital incorporated under the *Corporations Act 2001* (Cth).

1 Preliminary

1.1 Application of the Corporations Act

1.1.1 This Constitution is subject to the Corporations Act.

1.1.2 Subject to an express term to the contrary, a term in a rule about a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision of the Corporations Act.

1.1.3 Except as expressly provided in this Constitution, capitalised words and terms defined in the Corporations Act have the same meaning as defined in the Corporations Act.

1.2 Definitions

In this Constitution and any Schedules to it, the following words and expressions have the following meanings:

“**ARM**” means the Australian Republic Movement the public company limited by guarantee and not having a share capital referred to in this Constitution;

“**Australian**” means an Australian citizen;

“**Branch Constitution**” means the governing Constitution and rules of each Branch;

“**Branch Council**” means the executive body of a Branch;

“**Branches**” means the organisations set up in each state and territory (one in each state and territory) to promote the ARM and “**Branch**” means any one of them;

“**Business Day**” means any day except a public holiday throughout Australia or a Saturday or Sunday;

“**Constitution**” means this Constitution that establishes and governs the ARM, as amended from time to time;

“**Corporations Act**” means *Corporations Act 2001* (Cth);

“**Financial Year**” means the period of 12 months commencing on 1 July and ending on the following 30 June, or another period as the ARM may determine from time to time;

“**Forum**” means the groups that may be established in a state or territory, in accordance with the requirements of the Branch in the respective state or territory, to represent and promote the ARM on a local level;

“General Meeting” means a general meeting of the Members;

“Member” means any person admitted to membership of the ARM and whose name is entered in the Register and whether an Ordinary Member, Life Member, Honorary Member or otherwise and, for the purpose of voting eligibility, has at the time of any vote, fully paid any membership fee then due by him or her;

“Membership Year” means the period of 12 months commencing on 1 June and ending on the following 31 May, or another period as the National Committee may determine from time to time;

“National Committee” means the national executive body of the ARM established and operating in accordance with rule 4, being a body analogous to a board of directors of the ARM, comprising the NC Members;

“National Director” means the person appointed by the National Committee to manage the National Office.

“National Executive” or **“Executive”** means the executive of the National Committee appointed in accordance with rule 4.14;

“National Office” means the office established and operated under rule 4.16;

“National Returning Officer” means a Returning Officer appointed for the purposes referred to in rule 13.6;

“NC Member” means a member of the National Committee each of whom is acting as a director of the ARM;

“Objectives” means the aims and objectives specified in rule 2.1;

“Ordinary Resolution” means in any meeting, a resolution passed by at least a majority of the participants of the meeting eligible to vote on the resolution;

“Overseas Forum” means a group established outside Australia to carry on the activities referred to in rule 7.4;

“Register” means the register of Members kept as required by the Corporations Act and this Constitution;

“Related Body Corporate” has the meaning given in section 50 of the Corporations Act;

“Returning Officer” will be the returning officer appointed by the National Committee to conduct elections as required under this Constitution;

“Special Resolution” means in any meeting, a resolution passed by at least 75% of the participants of the meeting eligible to vote on the resolution; and

“Youth Wing” means the members of the ARM who are aged 25 years or under.

1.3 Interpretation

In this Constitution, unless the context otherwise requires:

- 1.3.1 words denoting any gender include all genders;
- 1.3.2 headings are for convenience only and do not affect interpretation;
- 1.3.3 a reference to a word includes the singular and the plural of the word and vice versa;
- 1.3.4 if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- 1.3.5 a term which refers to a person, includes a company, a partnership, an association, a corporation, a body corporate, a joint venture, an unincorporated body or a governmental agency;
- 1.3.6 a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
- 1.3.7 a reference to "writing" includes a facsimile transmission and any means of reproducing words in a tangible and permanently visible form;
- 1.3.8 a reference to conduct includes, without limitation, an omission, statement or undertaking, whether or not in writing;
- 1.3.9 a Member is present at a General Meeting if the Member is present in person or by proxy;
- 1.3.10 a director is present at a meeting of directors if the director is present in person; and
- 1.3.11 reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person, who occupies or performs the duties of that office or position.

1.4 Powers under this Constitution

- 1.4.1 The ARM may in any manner permitted by the Corporations Act, do any of the following, which under the Corporations Act a company limited by guarantee may do unless prohibited specifically by this Constitution.
- 1.4.2 If this Constitution confers power on a person to delegate a function or power then the person may delegate:
 - (a) concurrently or to the exclusion of that person's performance or exercise of that function or power;
 - (b) generally; or
 - (c) limit the delegation in the manner that the person sets out in the delegation.

- 1.4.3 The delegation need not be to a specified person but may be to any person holding, occupying or performing the duties of, a specified office or position.
- 1.4.4 The delegation may include the power to delegate.
- 1.4.5 If the person's action depends upon the opinion, belief or state of mind of that person, then the delegate has the same capacity to act upon the delegate's opinion, belief or state of mind.
- 1.4.6 A delegate's action is taken as the act of the person who delegated the power or function.
- 1.4.7 Subject to an express term to the contrary, if this Constitution confers a power to do a particular act or thing, then the power includes but is not limited to the power to repeal, rescind, revoke, amend or vary that act or thing.
- 1.4.8 Subject to an express term to the contrary, if this Constitution confers a power to appoint a person to an office or position, then the power includes but is not limited to a power:
 - (a) to appoint a person to act in the office or position until another person is appointed;
 - (b) subject to any contract between the company and the person, to remove or suspend the person appointed; and
 - (c) to appoint another person temporarily in the place of:
 - (i) a person removed or suspended; or
 - (ii) a sick or absent holder of an office or position.

2 Objectives of the ARM

2.1 Head of State

The ARM believes Australia deserves, and must have, an Australian as Head of State, chosen by Australians, to sit at the apex of its system of government.

To this end, the ARM commits itself to:

- 2.1.1 working to ensure Australia becomes a Republic with an Australian as Head of State;
- 2.1.2 representing the views of republicans across Australia;
- 2.1.3 emphasising that an Australian Republic embraces Australia's heritage and is the next natural progression in the evolution of Australia's democracy and development;
- 2.1.4 promoting community discussion and development of various options for an Australian Republic and helping to ensure these options are discussed and understood by the Australian people;

- 2.1.5 respecting the diversity of opinions regarding possible Australian republican systems of government;
- 2.1.6 encouraging understanding of Australia's Constitution and its system of government, and promoting participation of citizens in this understanding so that Australians can achieve a Republic; and
- 2.1.7 emphasising that Australia will only become a Republic if Australians vote in favour of the necessary constitutional changes.

2.2 No distribution

The income and property of the ARM, whenever and however derived, is to be applied solely towards meeting the Objectives, and no portion of the income or property of the ARM is to be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the Members.

3 Membership

3.1 Financial membership

- 3.1.1 Any person who agrees with the Objectives and agrees to promote them may become a Member by application to the ARM and payment of the membership fee specified from time to time by the National Committee.
- 3.1.2 The applicant will become a Member from the date his or her application is accepted by the National Committee.
- 3.1.3 The National Committee may specify the entry requirements for membership and may delegate approval of membership applications.
- 3.1.4 The National Committee may offer concessionary rates for membership fees.
- 3.1.5 Membership fees are payable in advance for the respective period determined by the National Committee.

3.2 Failure to pay membership fee

- 3.2.1 Members whose membership fee or any other amount payable to the ARM is more than one month in arrears:
 - (a) will not be entitled to vote at any General Meeting or in any election of Members of the National Committee or be eligible to be elected, or nominate a Member for election, to the National Committee and will lose all other membership privileges; and
 - (b) in the discretion of the Executive, have their membership terminated.
- 3.2.2 Termination of membership does not entitle a person to any refund of all or part of any membership fee, unless the ARM determines otherwise.

3.2.3 Upon termination of membership, the Member's name will be removed from the Register.

3.3 Membership categories

The National Committee may from time to time specify different membership categories and membership fees and entry requirements for those categories. The categories of membership are:

- (a) Ordinary Members – these members pay an annual membership fee;
- (b) Life Members – these members pay a once only membership fee and receive membership for the life of the ARM; and
- (c) Honorary Members - the National Committee may grant honorary membership to a person as it sees fit and without payment of any membership fee.

3.4 Membership entitlements

Subject to any specific restrictions on any category of membership stipulated by the National Committee, Members are entitled to:

- 3.4.1 be nominated for election to the National Committee;
- 3.4.2 nominate candidates for the National Committee;
- 3.4.3 vote in elections for nationally elected members of the National Committee;
- 3.4.4 if they are between 16 and 25 years of age inclusive, vote for members representing the Youth Wing at national and Branch level;
- 3.4.5 vote for members of the Branch Councils in the jurisdiction in which they reside;
- 3.4.6 elect Forum office bearers in the jurisdiction in which they reside;
- 3.4.7 participate in the Branches and Forums of which they are a member;
- 3.4.8 if they are between 16 and 25 years of age inclusive, participate in the Youth Wing;
- 3.4.9 participate generally in the activities of the ARM; and
- 3.4.10 receive information from the ARM as the ARM makes available.

3.5 Minor Members

Members who are less than 16 years old enjoy all the rights of membership stipulated by the National Committee.

3.6 Register

- 3.6.1 The ARM will keep and maintain a Register of Members.
- 3.6.2 The Register of Members will include the Member's full name, address, the date on which the entry of the member's name in the Register is made, date of last payment of membership fee and category of membership.
- 3.6.3 The Register may be kept in electronic form.
- 3.6.4 The first Members will be the people specified in rule 4.5.

3.7 Resignation of Members

A Member may at any time by giving notice in writing to the ARM resign his or her membership but will continue to be liable for any annual membership fees and all arrears due and unpaid at the date of his or her resignation and for all other moneys due by him or her to the ARM and in addition for any sum provided for in accordance with rule 18.2.

3.8 Withdrawal from membership

- 3.8.1 The National Committee may withdraw membership status from a Member if that person in the reasonable opinion of the National Committee, has acted contrary to the Objectives of the ARM or has brought the ARM into disrepute or, if in the reasonable opinion of the National Committee, the continued membership or participation of that person in the affairs of the ARM are detrimental to the interests of the ARM or the pursuit of its Objectives as stated in this Constitution.
- 3.8.2 The decision of the National Committee to withdraw the member status of a Member will be final and binding on the Member.
- 3.8.3 Withdrawal of membership will be by a Special Resolution of the National Committee and will be effective from the date of notification by the National Committee to the Member.
- 3.8.4 If that Member has paid any membership fee, the National Committee may retain that fee.
- 3.8.5 Upon termination of membership, the Member's name will be removed from the Register.

4 National Committee

4.1 Role of the National Committee

The National Committee (being the directors of the ARM) will coordinate nationally the campaigns and activities of the ARM and draw heavily on the advice, input and opinions of Branches and Forums.

4.2 Powers of the National Committee

4.2.1 Subject to:

- (a) the Corporations Act; and
- (b) this Constitution.

4.2.2 The business of the ARM will be managed by the National Committee who may pay all expenses incurred in promoting, forming and registering the ARM and may exercise all powers of the ARM. The general powers given by this rule are not limited or restricted by any special authority or power given to the National Committee by any other rule. The National Committee may delegate any of its powers under this Constitution on such terms as the National Committee deems appropriate.

4.2.3 The National Committee may exercise all of the powers of the ARM in respect of borrowing money and securing the repayment of money and related matters whether the powers are derived from this Constitution or the Corporations Act or from any other source.

4.2.4 All cheques, promissory notes, draft bills of exchange and other negotiable instruments, all documents and all receipts for moneys paid to the ARM will be signed, drawn, accepted, endorsed or otherwise executed as the case may be by:

- (a) the Treasurer and a NC Member; or
- (b) in the absence of the Treasurer, both of the Co-Chairs, or (in the case of the unavailability of one of the Co-Chairs), one of the Co-Chairs and the Vice-Chair, or (in the case of the unavailability of both of the Co-Chairs, or one of the Co-Chairs and the Vice-Chair) one of the Co-Chairs and another NC Member, or the Vice-Chair and another NC Member,

or in any other manner as the National Committee by resolution determines.

4.2.5 The National Committee may by resolution make rules or regulations, not inconsistent with the Constitution, as are deemed necessary in order to properly carry out the Objectives and the National Committee may by resolution revoke or alter any rule or regulation provided however that no revocation or alteration or adoption of a rule or regulation by the National Committee by resolution will invalidate any prior act of the National Committee which would have been valid prior to the amendment rescission or adoption.

4.2.6 The NC Members are not entitled to any fees for acting as a NC Member. Any other payments to be made to a NC Member must be approved by a resolution of the National Committee.

4.3 Delegation of the National Committee's powers

4.3.1 The National Committee may delegate any of their powers and functions to a committee, a director, an employee of the company (such as a chief executive officer) or any other person, as they consider appropriate.

4.3.2 The delegation must be recorded in the ARM's minute book.

4.4 Duties of National Committee

4.4.1 The National Committee, being the directors of the ARM, must comply with their duties as directors under the Corporations Act and common law (judge-made law), which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the ARM;
- (b) to act in good faith in the best interests of the company and to further the Objectives;
- (c) not to misuse their position as a director;
- (d) not to misuse information they gain in their role as a director;
- (e) to disclose any perceived or actual material conflicts of interest;
- (f) to ensure that the financial affairs of the ARM are managed responsibly; and
- (g) not to allow the ARM to operate while it is insolvent.

4.5 The first National Committee and the National Director

The first National Committee will be Malcolm Turnbull, Greg Barns, Wayne Burns, Brendan Jones, Wendy Machin and James Terrie who will appoint the first National Director.

At the first meeting of this National Committee, it will resolve that all persons who were financial members or life members of the previous Australian Republican Movement, being those people listed in the Schedule tabled at the meeting of this first National Committee, be Ordinary Members of the ARM except that any member already granted life membership as indicated on the Schedule, will be a Life Member in accordance with the Constitution. No fees will be payable by those people who become Ordinary Members until 1 June 2001.

4.6 The first elected National Committee

As soon as the National Director is appointed, the first elected National Committee will as soon as practicable be elected by financial members of the ARM, who by becoming financial members of the ARM will be eligible to vote under this Constitution. The election of the first elected National Committee will be coordinated by the National Director who will be the returning officer.

The National Committee may designate offices to be held by various members of the committee, such as Co-Chairs, and a Vice-Chair.

4.7 Appointment of subsequent National Committees

Subsequent National Committees will comprise:

- (a) 8 Members appointed by the Branches – one from each Branch - who will be elected every 2 years (commencing 2001) in accordance with the Branch Constitutions;
- (b) not less than 6 and not more than 10 Members (as determined by the National Committee) elected every alternate 2 years by a national ballot of the ARM Members; and
- (c) one Member of the Youth Wing elected every 2 years at the same time as those other NC members elected nationally by a ballot of the members of the Youth Wing.

4.8 Nomination procedure (for NC Members who are appointed by the Members)

4.8.1 In years when an election is scheduled, the Returning Officer will, before the AGM, send to each Member entitled to vote, a notice:

- (a) specifying the dates of the opening and closing of the ballot for the forthcoming election of NC Members; and
- (b) calling for nominations of eligible Members as candidates for the forthcoming election of NC Members to be received by the Returning Officer or left at the National Office not later than a time specified by the Returning Officer.

4.8.2 A nomination of a candidate for election must:

- (a) be in writing;
- (b) be signed by not less than 2 other Members eligible to vote at the election;
- (c) contain the consent of the nominated Member;
- (d) nominate a Member who is eligible to be nominated at the time and date prescribed for receipt by the Returning Officer of nominations; and
- (e) be in the form approved by the National Committee from time to time (which form may provide for designation by the candidate of the roles they intend to fulfil on the National Committee)

4.8.3 Members eligible to vote at the election may sign any number of nominations.

4.8.4 Members nominated for election may withdraw the nomination by notice in writing delivered to the Returning Officer at any time before the time prescribed for the closing of voting in the election.

4.9 Elections

4.9.1 All ballots for National Committee, Branch, Youth Wing and Forum elections will be:

- (a) based on the Register; and
- (b) conducted electronically in accordance with rule 4.26.

4.10 Election ballot paper

4.10.1 At the expiration of the time for receiving nominations, the Returning Officer will prepare a list containing the names of all duly nominated and eligible candidates.

4.10.2 Within the time prescribed by the Returning Officer for distribution of ballot papers, the Returning Officer will send to each Member eligible to vote at the election an election ballot paper.

4.10.3 The election ballot paper will be in the form prescribed by the Returning Officer from time to time and will include the names of all duly nominated and eligible candidates and such other information as the Returning Officer may determine and shall specify the day prescribed by the Returning Officer for the closing of voting in the election.

4.10.4 Ballot papers may be distributed to Members electronically.

4.10.5 Non-receipt of a notice of election or election ballot paper by any Member does not invalidate the election. A vote may only be cast on an election ballot paper provided by the Returning Officer.

4.11 Withdrawal from nomination

If, before the time prescribed for the closing of voting in the election, any nominated Member:

- (a) withdraws the nomination;
- (b) ceases, for any reason, to be eligible to be elected to the National Committee; or
- (c) dies,

the ballot remains valid and any votes for the nominated Member will be disregarded by the Returning Officer.

4.12 Declaration of election

- 4.12.1 After the ballot is closed, the polling officers will count the votes cast for each candidate and will certify the result of the count in writing to the Returning Officer indicating the Members who have received the most votes.
- 4.12.2 The Returning Officer will have the conduct of an election for the National Committee and:
 - (a) will receive the certificate of the polling officers;
 - (b) declare who was elected; and
 - (c) determine any question arising in or in relation to the election.

4.13 Commencement of term

- 4.13.1 The first elected National Committee will take office on the day of the first meeting the elected National Committee convenes.
- 4.13.2 Thereafter, the National Committee will commence its term of office as of the date of the first meeting it convenes which must be convened within one month of the determination of the results of the election of that National Committee in accordance with rule 4.12.
- 4.13.3 Until a newly elected National Committee commences its term of office, the National Committee then in office, remains in office.

4.14 Executive of the National Committee

- 4.14.1 The National Committee must each year elect two Co-Chairs, a Vice-Chair, Treasurer and Company Secretary who will hold those positions for not more than 12 months.
- 4.14.2 When electing the Co-Chairs pursuant to rule 4.14.1, the National Committee must appoint one male and one female NC Member as Co-Chairs.
- 4.14.3 The Executive of the National Committee will comprise both of the Co-Chairs, Vice-Chair and Treasurer/Company Secretary and up to 3 additional members of the National Committee and will act as the Executive of the National Committee and fulfil such functions as the National Committee may determine from time to time.
- 4.14.4 The election of the Executive will be by a show of hands and be determined by a simple majority of votes.

4.15 Staff

The National Committee will appoint as employees of the ARM staff on terms and conditions as the National Committee will decide. Staff will report to and follow the directions of the National Committee or its named delegates.

4.16 National Office

The National Committee will establish a National Office to administer the affairs of the ARM as directed by the National Executive. The National Office will be managed by the National Director. The National Office will also develop and manage campaigns in support of an Australian Republic. The National Office will be managed by the Executive and staff employed by the ARM in terms of rule 4.15.

4.17 Holding of meetings

- (a) A meeting of the National Committee will be held at least once every three months. Meetings are to be convened by the Co-Chairs, who will alternate as chair for each subsequent meeting (or the other Co-Chair in the absence of one Co-Chair, and the Vice-Chair in the absence of both of the Co-Chairs).
- (b) If the Co-Chair who is nominated to chair the meeting in accordance with rule 4.17(a) is not present within 15 minutes of the time appointed for holding the meeting the other Co-Chair will preside and in the absence of both of the Co-Chairs, the Vice-Chair. If both of the Co-Chairs and the Vice-Chair are not present, the members of the National Committee present will choose one of their number to be the chair of the meeting.

4.18 Quorum

The quorum for meetings of the National Committee will be at least one half of the number of members of the National Committee.

4.19 Decisions

Decisions of the National Committee and the Executive will be by simple majority. Tied votes will be deemed as lost.

4.20 Deemed attendance

Members of the National Committee will be deemed to be in attendance when present in person or when in communication by telephone or other means of communication referred to in rule 4.25.

4.21 Written resolutions

- 4.21.1 If a majority of members of the National Committee entitled to vote on a resolution, assent to the resolution set out in a document, the resolution is taken to be passed by the National Committee.

- 4.21.2 Any resolution may consist of several copies of a document in identical terms, each of which has been assented to by one or more NC Members.
- 4.21.3 A NC Member may signify assent to a resolution set out in a document by signing the document or by notifying the ARM of the NC Member's assent in person or by post or by telephone, facsimile transmission, by e-mail or other electronic means.
- 4.21.4 The resolution is passed when the last NC Member constituting the necessary majority signifies his or her assent to the resolution.

4.22 Defective appointment

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

4.23 NC Member's interests

- 4.23.1 A NC Member who is in any way interested in a contract or proposed contract with the ARM must declare the nature of the NC Member's interest immediately in writing to either of the Co-Chairs.
- 4.23.2 The person responsible for minutes must record every declaration of interest in the minutes of the National Committee meeting at or after which it is made.
- 4.23.3 If a NC Member is interested in a contract or proposed contract with the ARM and declares the nature of the interest as required by this Constitution:
- (a) the NC Member is not disqualified by holding office as an NC Member from contracting or entering into any arrangement with the ARM, whether as vendor, purchaser or otherwise;
 - (b) a contract or arrangement entered into by or on behalf of the ARM in which the NC Member is in any way, whether directly or indirectly, interested, is not liable to be avoided; and
 - (c) the NC Member is not liable to account to the ARM for a profit realised from that contract or arrangement by reason of the NC Member holding that office.

4.24 Participation by interested NC Member

- 4.24.1 A NC Member may not vote on or be present during the consideration by the National Committee of any matter in which the NC Member has, directly or indirectly, a material personal interest. If a NC Member votes in contravention of this rule that NC Member's vote is not counted.

4.24.2 A NC Member who is not entitled to vote or to be present during the consideration of a matter may not be counted in any quorum required for a meeting of the National Committee.

4.25 Meetings by telephone, videoconference or similar

4.25.1 NC members may conduct meetings by telephone, videoconference or any other technological means provided that all NC Members are able to hear and be heard by all others attending the meeting.

4.25.2 A NC Member participating in a meeting in accordance with rule 4.25.1 is deemed to be present, including for the purposes of constituting a quorum and is entitled to vote at the meeting.

4.25.3 A meeting conducted by telephone, audio-visual link up or other technological means is to be treated as held at the place agreed upon by the NC Members provided that at least one NC Member present at the meeting was at that place for the duration of the meeting.

4.25.4 An original document which is in the possession of or has been seen by all NC Members attending the National Committee meeting prior to, or at the time of, that meeting may be treated as a document tabled at that meeting.

4.26 Electronic voting for meetings of members

4.26.1 Except for voting under rule 4.9 (for National Committee, Branch, Youth Wing and Forum elections which must be conducted electronically) voting may be conducted and decided by:

- (a) a show of hands;
- (b) a vote in writing; or
- (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.

4.26.2 If the National Committee has adopted an electronic voting system which permits voting holders to vote at or prior to a meeting by electronic means on a show of hands or a poll, a vote cast by a voting holder by electronic means is taken to have been cast on the show of hands or poll and is to be counted accordingly.

4.26.3 If a Member has voted on a resolution by electronic means prior to a meeting the voting holder may not cast another vote on the resolution at the meeting.

4.26.4 Before a General Meeting votes by a show of hands on a resolution, the chair must inform the meeting if any votes have been received by electronic means prior to the meeting and, if so:

- (d) how many valid votes by electronic means the chair has received prior to the meeting; and

- (e) how the votes received by electronic means prior to the meeting have voted on the resolution.

4.26.5 Before a General Meeting votes by poll on a resolution, the chair of the meeting must inform the meeting:

- (a) if any proxy votes have been received and, if so:
 - (i) how many proxy documents the ARM has received that validly appoint a person present at the meeting as proxy;
 - (ii) how many of these proxy documents direct the proxies how to vote on the resolution; and
 - (iii) how the proxies are directed to vote on the resolution.
- (b) if any votes have been received by electronic means prior to the meeting and, if so:
 - (iv) how many valid votes by electronic means the ARM has received prior to the meeting; and
 - (v) how the votes received by electronic means prior to the meeting have voted on the resolution.

4.26.6 On a show of hands, the chair's decision is conclusive evidence of the result of the vote.

4.26.7 The chair and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

5 Casual vacancies

5.1 Insufficient nominations

If insufficient nominations are received to fill all positions arising from an election for the National Committee, or a casual vacancy arises on the National Committee, the National Committee may appoint a Member to fill the vacancy for the remainder of that term of office.

5.2 Retirement or resignation

5.2.1 In the case of a casual vacancy arising from retirement or resignation of an elected National Committee member, the candidate with the next highest number of votes after the National Committee member with the fewest votes elected nationally at the preceding election, will be offered the National Committee position.

5.2.2 If she or he cannot fill the position, the position will then be offered to the candidate with the next highest number of votes at the preceding election and so on until a replacement is found.

5.3 Branch or Youth Wing

In the case of a vacancy caused by retirement or resignation of a Branch or Youth Wing representative on the National Committee, the Branch or Youth Wing will nominate a replacement.

5.4 Co-opted NC Members

The National Committee may co-opt Members from time to time. Co-opted Members may be present, but not vote, at meetings of the National Committee. Co-opted Members are not directors.

6 Disqualification of National Committee members

6.1 Grounds for disqualification

The office of a NC Member will automatically and immediately be vacated:

- (a) if the NC Member becomes bankrupt or suspends payment or compounds with his or her creditors or be convicted of a felony or misdemeanour;
- (b) if the NC Member is found lunatic or becomes of unsound mind or be incapable of performing his/her duties;
- (c) if the NC Member ceases to be able to act as a director;
- (d) if, despite prior warning by either of the Co-Chairs of possible removal, the NC Member is absent from the meetings of the National Committee during a continuous period of 6 calendar months without special leave from the National Committee; and
- (e) if the NC Member by notice in writing to the company resigns the appointment.

7 Structure and Constitutions

7.1 Branches

7.1.1 There will be a Branch in each Australian state and territory.

7.1.2 A minimum of 30 financial members of the ARM is required to establish a Branch.

7.1.3 Unless otherwise determined by the National Committee, the members of each Branch will be members of the ARM who normally reside in the state or territory in which the Branch is established.

7.1.4 Each Branch will be governed by a Branch Council to be appointed pursuant to the respective Branch Constitutions.

7.1.5 Branches will coordinate their activities with the National Office.

- 7.1.6 Each Branch may develop and adopt a Branch Constitution consistent with the by-laws approved by the National Committee.
- 7.1.7 Branch Constitutions will outline the activities and procedures of the Forums in that state or territory.
- 7.1.8 Branch Constitutions may be amended in accordance with the procedures set out in the Branch Constitutions with the approval of the National Committee.
- 7.1.9 Branches will organise their own affairs and manage and organise their own Forum structure in accordance with this Constitution and the Branch Constitutions.

7.2 Youth Wing

The Youth Wing, will have the same rights and obligations as a Branch, and will be able to operate nationally. Members of the Youth Wing have full participation rights in the Youth Wing and the Branch in the state or territory in which they reside.

7.3 Forums

There will be Forums based in communities and established according to the Branch Constitution for the state or territory in which the Forum is located. The Forums will coordinate ARM activities at the local level, assist with education, organise events and activities, assist the raising of funds and take the campaign for an Australian Republic into the places where Australians live, work and meet. Forums will meet annually to elect office bearers.

7.4 Overseas Forums

Overseas Forums may be established with a minimum of 10 Australians who are entitled to vote in national ballots of the ARM. Overseas Forums will report to and be serviced directly by the National Office.

8 Acting contrary to the Objectives

8.1 Branches, Forums etc

If, in the opinion of the National Committee, any Branch, Forum, Overseas Forum or the Youth Wing acts contrary to the Objectives of the ARM or brings the ARM into disrepute, or in the reasonable opinion of the National Committee is being operated in a way which is detrimental to the ARM or the pursuit of its Objectives, then the National Committee may take such action as it deems appropriate, including without limitation, in the case of the Branches, the National Committee may require the dissolution of the Branch Council and appointment of an interim Branch Council with a direction that new elections for that Branch Council be held not later than 180 days from the date of the dissolution.

8.2 Action by Branches

Without limiting the National Committee's power under rule 8.1, if in the opinion of the National Committee, any Forum acts contrary to the Objectives of the ARM or

brings the ARM into disrepute, then the Branch Council may dissolve the executive of the Forum and require that elections take place for a new executive.

9 Finance

9.1 Financial transactions

- 9.1.1 The National Committee must cause proper financial records to be kept in accordance with the Corporations Act.
- 9.1.2 The financial records must be kept at the National Office or, subject to the Corporations Act, at another place or places as the National Committee thinks fit.
- 9.1.3 The financial transactions of a Branch or the Youth Wing form part of the financial transactions of the ARM and will be subject to the procedures and requirements determined by the National Committee.

9.2 Payments by the National Committee

The National Committee may make payments on behalf of a Branch, Forum and the Youth Wing, including salary or honorarium to an executive officer of a Branch.

9.3 Restriction on binding the ARM

- 9.3.1 No Branch, Forum or the Youth Wing may enter into any financial or legal commitment on behalf of the ARM without prior written consent of the Co-Chairs or Treasurer.
- 9.3.2 Unless otherwise approved, all payments made by the ARM must be authorised and issued by the Treasurer or a member of staff under the supervision of the Treasurer.

9.4 Keeping proper records

All Branches, Forums and the Youth Wing must keep proper records of all monies received and expenses incurred in a form approved by the National Office.

10 National advisory bodies and committees

10.1 National advisory bodies

- 10.1.1 The National Committee may establish national advisory bodies and committees as it deems fit (i.e. policy, finance, civics, education, publications, membership etc).
- 10.1.2 Members of advisory bodies and committees will be appointed in accordance with procedures determined by the National Committee.

10.2 Appointment of Branch advisory bodies

- 10.2.1 The Branches may appoint advisory bodies and committees in accordance with procedures determined by the National Committee.

10.2.2 Members of advisory bodies and committees appointed by the Branches will constitute (as applicable) state or territory advisory bodies and committees.

11 Amendment of the Constitution

An amendment to the Constitution needs to be recommended in writing by 2 or more Branches or by the National Committee prior to the notice of meeting at which the Members will determine whether to amend the Constitution.

12 General Meetings

12.1 Calling General Meetings

12.1.1 The National Committee may, whenever it thinks fit, call a General Meeting.

12.1.2 If the National Committee receives a request from a Member or Members with at least 5% of the votes that may be cast at any General Meeting, the National Committee must convene a General Meeting within 21 days after the date of receipt of that request. The General Meeting must be held no later than two calendar months after receiving the request.

12.1.3 The request must detail any proposed resolution, the names of the Members requesting the meeting and be signed by all of the Members making the request. For this purpose, signatures of the Members may be contained in more than one document.

12.2 Annual General Meetings

12.2.1 A General Meeting, called the Annual General Meeting, must be held:

- (a) within 18 months after registration of the ARM;
- (b) after the first Annual General Meeting, at least once in every calendar year in addition to any other meetings; and
- (c) an Annual General Meeting must be held within six months after the end of the ARM's Financial Year.

12.2.2 Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting may include:

- (a) a review of the ARM's activities;
- (b) a review of the ARM's finances; and
- (c) the election of directors.

12.2.3 Before or at the Annual General Meeting, the National Committee must give information to the Members on the National ARM's activities and finances during the period since the last Annual General Meeting.

12.2.4 The chair of the Annual General Meeting must give Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the company.

12.3 Notice of General Meetings

12.3.1 Notice of a General Meeting must be given to:

- (a) each Member entitled to vote at the meeting; and
- (b) each director.

12.3.2 Notice of a General Meeting must be provided in writing at least 21 days before the meeting .

12.3.3 Subject to rule 12.3.4, notice of a meeting may be provided less than 21 days before the meeting if:

- (a) for an Annual General Meeting, all the Members entitled to attend and vote at the Annual General Meeting agree beforehand; or
- (b) for any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

12.3.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:

- (a) remove a director; or
- (b) appoint a director in order to replace a director who was removed.

12.3.5 A notice of a General Meeting will specify:

- (a) the date, time and place of the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (b) if virtual meeting technology is to be used in holding the meeting, sufficient information to allow the Members to participate in the meeting by means of the technology;
- (c) the general nature of the business to be transacted at the meeting;
- (d) if applicable, that a special resolution is to be proposed and the words of the proposed resolution; and
- (e) a statement that Members have the right to appoint proxies and that, if a Member appoints a proxy:
 - (i) the proxy does not need to be a Member of the National Committee;
 - (ii) the proxy form must be delivered to the National Committee at its registered address or the address (including an electronic address) specified in the notice of the meeting; and

- (iii) the proxy form must be delivered to the National Committee at least 48 hours before the meeting.

12.3.6 It is not necessary for a notice of an Annual General Meeting to state that the business to be transacted at the meeting includes the consideration of the annual financial reports of the ARM.

12.3.7 The non-receipt of notice of a General Meeting by, or a failure to give notice of a General Meeting to, any person entitled to receive notice of a General Meeting under rule 12.3.1 does not invalidate any act, matter or thing done or resolution passed at the General Meeting if:

- (a) the non-receipt or failure occurred by accident or error; or
- (b) before or after the meeting, the person;
- (c) waives notice of that meeting under rule 12.3.7; or
- (d) notifies the ARM of the person's agreement to that act, matter, thing or resolution by notice in writing to the ARM.

12.3.8 A person's attendance at a General Meeting:

- (a) waives any objection that person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
- (b) waives any objection that person may have to the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting or in rule 12.3.6, unless the person objects to considering the matter when it is presented.

12.3.9 If a General Meeting is adjourned (put off) for one month or more, the Members must be given new notice of the resumed meeting.

12.4 Cancelling, postponing and adjourning General Meetings

12.4.1 The National Committee may, by notice to everyone entitled to notice of the meeting:

- (a) postpone an Annual General Meeting, or a General Meeting called by the National Committee as required by section 249D of the Corporations Act, but not so as to contravene the Corporations Act; and
- (b) postpone or cancel any other General Meeting called by the National Committee.

12.4.2 The person chairing a General Meeting at which a quorum is present:

- (a) must be adjourned if a majority of Members present direct the chair of the meeting to adjourn it;

- (b) may adjourn the meeting with the consent of the meeting by Ordinary Resolution; and
- (c) must adjourn the meeting if directed by Ordinary Resolution.

12.4.3 Notice of an adjourned meeting must be given to Members if the adjournment is for more than one month.

12.4.4 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

13 Procedure at General Meeting

13.1 Quorum at a General Meeting

13.1.1 A quorum for a General Meeting, is at least 50 Members present, in person or via technology. When determining whether a quorum is present, a person may only be counted once (even if that person is a proxy of more than one Member).

13.1.2 No business may be conducted at a General Meeting if a quorum is not present.

13.1.3 If a quorum is not present within 15 minutes of the time appointed for a General Meeting or a longer period allowed by the chair of that meeting, the meeting will stand adjourned to the same day at another time as determined by the chair. If the chair does not specify one or more of those things, the meeting is adjourned to:

- (a) if the date is not specified – the same day in the next week;
- (b) if the time is not specified – the same time; and
- (c) if the place is not specified – the same place.

13.1.4 If a quorum is not present at an adjourned meeting within 15 minutes of the time appointed for it to start, the Members present and entitled to vote will be a quorum provided there are 10 or more Members present.

13.2 Using technology to hold meetings

13.2.1 The National Committee may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard.

13.3 Chair of General Meeting

13.3.1 A General Meeting will be chaired by:

- (a) the Co-Chairs jointly, however, if either of the Co-Chairs are not present within 15 minutes after the scheduled commencement of the meeting, or are unable or unwilling to act, the other Co-Chair present

will act and failing either of the Co-Chairs being present, able or willing to act, the Vice-Chair will act;

- (b) if the Co-Chairs and Vice-Chair are absent or unable or unwilling to act, the National Director; or
- (c) if the Co-Chairs, Vice-Chair and National Director are absent or unable or unwilling to act, a Member present.

13.3.2 Subject to this Constitution, the chair's ruling on all matters relating to the order of business and the procedure and conduct of a General Meeting (including any poll or ballot) is final and no motion of dissent from a ruling of the chair may be moved.

13.4 Voting at General Meetings

13.4.1 At a General Meeting a resolution put to the vote of the meeting is decided on a show of hands unless a ballot is demanded before or on the declaration of the result of the show of hands.

13.4.2 Subject to this Constitution, every Member present in person or via technology has one vote on a show of hands and every Member present in person or via technology has one vote on a ballot.

13.4.3 If there is an equality of votes whether on a show of hands or on a ballot, the chair of the meeting has a casting vote in addition to the chair deliberative vote as a Member. In the case where the Co-Chairs are jointly chairing a General Meeting, the casting vote of the chair is to be jointly made by the Co-Chairs, subject to both of the Co-Chairs being in agreeance with one another.

13.4.4 In the event that the Co-Chairs are jointly chairing a General Meeting, and the Co-Chairs are not in agreeance on a matter where there is an equality of votes in accordance with clause 13.4.3, the Co-Chairs shall not be entitled to exercise a casting vote. Where the co-chairs have differing votes in their deliberative votes as a Member but agree on the direction of the casting vote, this will not restrict the ability for the co-chairs to exercise a casting vote.

13.4.5 An objection to the qualification of a voter must be referred to the chair who must rule on the objection before a vote is taken.

13.4.6 If a ballot is not duly demanded, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the General Meetings of Members, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

13.5 Conduct of a ballot at General Meetings

13.5.1 A ballot may not be taken on the election of a chair of a meeting or on a question of adjournment.

13.5.2 A ballot may be demanded by:

- (a) the chair; or
- (b) any 5 Members present in person and entitled to vote.

13.5.3 The demand for a ballot may be withdrawn.

13.5.4 The demand for a ballot does not prevent the continuance of a meeting for the transaction of business other than the question on which the ballot is demanded.

13.5.5 If a ballot is duly demanded, it must be taken in the manner and at such time as the chair directs.

13.5.6 The result of the ballot is the resolution of the meeting on the question concerned.

13.6 National Returning Officer

13.6.1 A National Returning Officer will be appointed by the National Committee for any national ballot or branch ballot. The National Returning Officer must not be a NC Member or a branch councillor or a candidate standing for election to the National Committee or a branch council.

13.7 Frequency of ballots

The timetable for elections or any other ballots required will be specified by the National Committee, consistent with the term lengths specified in this Constitution.

13.8 Ballot procedures

Ballots for the National Committee, to amend the Constitution or votes of the Members will be conducted in accordance with the procedures required by the National Committee and as set out in this Constitution.

14 Dissolution

14.1 When dissolved

The ARM will be dissolved when:

- (a) its Objectives have been met and Australia achieves an Australian, chosen by Australians, as Head of State and the National Committee resolves to dissolve the ARM; or
- (b) a two-thirds majority of its membership indicate they want the ARM to dissolve.

14.2 Procedure on dissolution

On dissolution of the ARM, the National Committee, following consultation with Branches, will determine a timetable for disposal of assets and the disbursement of any funds held in reserve. Following settlement of any debts of the ARM, surplus

funds will be paid to the charity or other worthy cause stipulated by the National Committee, but will not under any circumstances be paid to a Member.

15 By-Laws

- 15.1 The National Committee may pass a resolution to make by-laws to give effect to this constitution.
- 15.2 Members and National Committee must comply with by-laws as if they were part of this constitution.

16 Notices

16.1 Application

This rule applies to serving a notice or document (called a “notice”) on a Member for the purposes of this Constitution, whether the expression “service”, “give”, “send” or a similar expression is used.

16.2 How to serve

Subject to the rest of this rule 16, a notice may be served on a Member in any of the following ways:

- (a) by giving it to the Member;
- (b) by leaving it at the Member’s address;
- (c) by post, that is, by sending it by pre-paid post addressed to the Member at the Member’s address;
- (d) by fax, that is, by sending it by fax addressed to the Member at the Member’s fax number;
- (e) by e-mail, that is, by sending it by e-mail to the Member at the Member’s email address; or
- (f) in any other way the law provides for service on the Member.

16.3 Members’ addresses

16.3.1 A Member’s address is:

- (a) the address shown in the Register as the Member’s address;
- (b) if the address shown in the Register as the Member’s address is outside Australia – either that address or an address within Australia that the Member has notified the ARM is to be used for service of notices.

16.3.2 If the home address, postal address, electronic mail address or facsimile number of a Member changes, the Member will promptly give notice of the change to the ARM.

16.4 Sending notices by post to overseas Members

A notice to be served by post on a Member to an address outside Australia must be sent by airmail.

16.5 When notices sent by post received

16.5.1 A notice sent by post to an address in Australia is taken to be received 3 Business Days after it is sent.

16.5.2 If sent to an address outside Australia, it is taken to be received 5 Business Days after it is sent.

16.6 Members' fax numbers and e-mail addresses

16.6.1 A Member's fax number is the number shown in the Register as the Member's fax number.

16.6.2 A Member's e-mail address is the electronic address shown in the Register as the Member's e-mail address.

16.7 Service by fax

16.7.1 A notice served by fax is taken not to be served unless a complete and correct transmission report is received.

16.7.2 It is taken to be received by the Member on the day of transmission.

16.8 Service by e-mail

16.8.1 A notice served by e-mail is taken not to be served if the computer system used to send it reports that the mail was not received or the mail is returned as not having been delivered.

16.8.2 It is taken to be received by the Member on the day of transmission.

16.9 Signature of notice

The ARM may sign a notice in any way it determines.

16.10 Counting days

Where a specified period must elapse after giving a notice before an action may be taken, neither the day the notice is given nor the day the action is to be taken is counted in reckoning the period.

16.11 Certificate of NC Member

A certificate signed by a NC Member that a notice was given by the ARM as set out in the certificate is admissible as evidence, and is conclusive evidence, that the notice was so given.

16.12 Deemed service of Notices

If:

- (a) the ARM, or a NC Member, believes on reasonable grounds that a Member is not at the Member's registered address; or
- (b) on 2 or more consecutive occasions a notice served on the Member at that address is returned with an indication that the Member is not known at the address,

a notice may be effectively served on the Member by exhibiting it at the ARM's registered office for at least 48 hours.

However, this does not apply if before the end of the 48 hours, the Member gives the ARM notice of a new address.

16.13 Notice of meetings

- (a) Subject to the Corporations Act, a notice of a General Meeting or a meeting of the National Committee is taken to be given three days after it is dispatched.
- (b) The accidental failure to give a notice of meeting to a Member or NC Member or the non-receipt of that notice will not invalidate the proceedings of the meeting.

17 Indemnity

17.1 Indemnity for NC Members

17.1.1 To the extent that the Corporations Act permits and subject to this rule, the ARM must indemnify each NC Member against any liability that the NC Member may incur by being a NC Member or in carrying out the business or exercising the powers of the ARM.

17.1.2 Those liabilities include, without limitation:

- (a) a liability to another person (except the ARM); and
- (b) a liability for costs or expenses incurred by the NC Member:
 - (i) in defending a proceeding, whether civil or criminal, in which judgment is given in favour of the NC Member or in which the NC Member is acquitted; or
 - (ii) in connection with an application, in relation to such a proceeding, in which the court grants relief to the NC Member under the Corporations Act;

but do not include a liability arising out of conduct that involves a lack of good faith.

17.1.3 The indemnity under this rule will be limited to the amount of the liability after deducting:

- (a) the amount in respect of which the person is otherwise entitled to be indemnified and is otherwise actually indemnified by another person (including, in particular, an insurer under any insurance policy); and
- (b) where the liability is incurred in the conduct of the business of another person or in the discharge of the duties of the NC Member in relation to another person, the amount in respect of which the NC Member is entitled to be indemnified and is actually indemnified out of the assets of that person.

17.1.4 To the maximum extent permitted by the Corporations Act, 'liability' in this rule means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind, including in particular, legal costs (calculated on a solicitor/client basis) incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise.

17.2 Former NC Member

The indemnities conferred on NC Members by this rule 17 apply in relation to each person who is at any time a NC Member for all the period that person is a NC Member. The person may claim on the indemnities in respect of that period even though the person is not a NC Member at the time the claim is made.

17.3 Further indemnities

The ARM may indemnify or agree to indemnify or enter into (and pay premiums on) a contract of insurance in respect of a person (whether or not that person is, or has been, a NC Member) to the extent permitted by the Corporations Act. This power is not restricted by rule 17.1.

18 Contribution on winding up

18.1 Liability limited

The liability of the Members is limited.

18.2 Members' contribution

Every Member undertakes to contribute to the assets of the ARM, if the ARM is wound up while he or she is a Member, or within one year after he or she ceased to be a Member, for payment of the debts and liabilities of the ARM contracted before he or she ceased to be a Member and of the costs, charges, expenses of winding up and for the adjustment of the rights of the contributories among themselves an amount as may be required, not exceeding \$1.00.

19 Records

True records will be kept of the sums of money received and expended by the ARM, and the matter in respect of which the receipt and expenditure takes place, and of the property, credits and liabilities of the ARM. Subject to any reasonable restrictions as to the time and manner of inspecting the records that may be imposed under this Constitution, the records will be open to the inspection of the Members. Once at least in every year the accounts of the ARM will be examined and the correctness of the balance sheet ascertained by the appropriately qualified person as required by the Corporations Act.

20 Proxies

20.1 Members may appoint Proxy

- (a) A member may appoint a Proxy to attend and vote at a General Meeting on their behalf.
- (b) A Proxy does not need to be a member.
- (c) A person can hold more than one Proxy.
- (d) A Proxy appointed to attend and vote for a member has the same rights as the member to:
 - (i) speak at the meeting;
 - (ii) vote in a vote in writing (but only to the extent allowed by the appointment); and
 - (iii) join in to demand a vote in writing under rule 4.25.1(b).
 - (iv) An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
 - (1) the Member's name and address;
 - (2) the ARM name;
 - (3) the Proxy's name or the name of the office held by the Proxy; and
 - (4) the meeting(s) at which the appointment may be used.
- (e) A Proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- (f) Unless the ARM receives written notice before the start or resumption of a general meeting at which a Proxy votes, a vote cast by the Proxy is valid even if, before the Proxy votes, the appointing member:
 - (i) dies;
 - (ii) is mentally incapacitated;

- (iii) revokes the Proxy's appointment; or
- (iv) revokes the authority of an agent who appointed the Proxy.

20.2 Instrument of Proxy

- (a) An instrument appointing a Proxy must be in the following form or a form as near to that form as circumstances admit or in another form as the National Committee may from time to time prescribe or accept.
- (b) A proxy appointment may be standing (ongoing).
- (c) Proxy forms must be received by the ARM at its registered office or at another place as is specified by the National Committee or electronically for that purpose in the notice convening the meeting at least 48 hours before a meeting.

20.3 Voting by Proxy

20.3.1 A Proxy is not entitled to vote on a show of hands (but this does not prevent a Member appointed as a Proxy from voting as a Member on a show of hands).

20.3.2 When a vote in writing is held, a Proxy:

- (a) does not need to vote, unless the Proxy appointment specifies the way they must vote;
- (b) if the way they must vote is specified on the Proxy form, must vote that way; and
- (c) if the Proxy is also a Member or holds more than one Proxy, may cast the votes held in different ways.

20.4 Form of Proxy

[proxy form follows on next page]

AUSTRALIAN REPUBLIC MOVEMENT

.....

being a Member of the above company appoint

.....

of

or failing him/her the chair of the meeting as my Proxy to vote for me on my behalf at the Annual or General (as the case may be) Meeting of the Company to be held on the..... day of 20.... and at any adjournment of that meeting.

Signed this day of 20.....

.....

Signature

Resolution For Against

.....() ()

NOTE: If you do not have a representative who is attending personally, to vote you should indicate against each resolution your preference for or against and failure to do so will render the Proxy invalid.

If you wish to direct your Proxy how to vote then you should also indicate against each resolution for or against otherwise the Proxy may vote as he or she thinks fit, or abstain from voting.

Quorum

A person present as proxy will be counted for the purposes of a quorum for a meeting of the Members.
