



United Nations Youth
Western Australia Inc.

CONSTITUTION

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CHAPTER I – PRELIMINARY	3
1. Name and Succession	3
2. Interpretation	3
3. Status of this Constitution	5
CHAPTER II – OBJECTS	5
4. Objects of the Association	5
5. Powers of the Association.....	6
CHAPTER III – MEMBERSHIP	6
6. Joining the Association	6
7. Register of Members	7
8. Membership Fees and Subscriptions	7
9. Terminating Membership	7
10. Rights and Obligations of Members	7
11. Expulsion and Suspension	8
CHAPTER IV – GENERAL MEETINGS	9
12. Calling of General Meetings.....	9
13. Notice of General Meetings	9
14. Powers of the Members in a General Meeting	10
15. Conduct and Procedure at General Meetings	10
16. Resolutions in General Meetings	11
CHAPTER V – THE EXECUTIVE	12
17. Name and Powers	12
18. Officers of the Association	12
19. Committee Members of the Association	13
20. Duties of the President	13
21. Duties of the Vice–President (Operations)	14
22. Duties of the Vice–President (Administration)	14
23. Duties of the Vice–President (Finance)	14
24. Meetings of the Executive	15
25. Motions of the Executive	15
26. Sub-committees of the Association	15
27. Casual Vacancies of the Executive	16
28. Dismissal of an Officer or Committee Member	16
29. Filling Casual Vacancies among Officers and Committee Members.....	17
CHAPTER VI – ADMINISTRATION	18
30. Source of Funds and Non-Profit Status	18
31. Management of Funds	18
32. Proxies of Members of the Association	19
33. Minutes and Other Records	19
34. Common Seal	19
35. Winding-up of the Association	20
36. National Council of UN Youth Australia	20

CHAPTER I – PRELIMINARY

1. Name and Succession

1. The name of the Association is “United Nations Youth Western Australia Inc.”
2. The Association is the successor to the unincorporated body of similar name previously affiliated to the United Nations Association of Australia (WA Division) Inc., and this Constitution is to be construed as continuing on and from the constitution of that body as in force at the time this Constitution comes into operation.

2. Interpretation

1. In these rules, unless the contrary intention appears-

“annual general meeting” is the meeting convened under paragraph b of section 12(1)

“the Act” is the Associations Incorporation Act 1987;

“the Constitution” is this document, which constitutes the official Rules of the Association under the Act;

“the Chairperson” means the person presiding at an Executive meeting or general meeting;

“the Association” is United Nations Youth Western Australia Inc.;

the “Executive” means the Committee of Management of the Association referred to in section 17(1);

“financial year” means a period not exceeding 15 months, being a period commencing on the date of incorporation of the Association and ending on 31 May; and thereafter each period commencing 1 June and ending on 31 May the following year until 31 October 2015; from 1 November 2015 the financial year shall commence 1 November and end 31 October each year thereafter;

“meeting” includes those conducted in person or using any technology that allows members to clearly and simultaneously communicate with each other participating member;

“Executive meeting” means a meeting referred to in section 23;

“Executive motion” means a motion referred to in section 24;

“member” means member of the Association;

“ordinary resolution” means resolution other than a special resolution;

“poll” means voting conducted in written form (as opposed to a show of hands);

“the Commissioner” means the Commissioner for Consumer Protection exercising powers under the Act;

“Vice-President (Administration)” means the Vice-President (Administration) referred to in paragraph b of section 18(1);

“President” means the President referred to in paragraph a of section 18(1);

“special general meeting” means a general meeting other than the annual general meeting;

“UN Youth Australia” means UN Youth Australia, a company limited by guarantee of which this Association is a Voting Member governed by the ‘National Constitution.’;

“special resolution” has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the Association who are entitled under the rules of the Association to vote and vote in person or, where proxies are allowed by the sections of the association by proxy, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those sections

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the sections of the Association

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared;

“Officer” means a person referred to in section 18, and is a voting member of the Executive;

“Committee Member” means a person referred to in section 19, and is a non-voting observer of the Executive;

Each individual point of this Constitution shall be referred to as a “section”;

“Vice-President (Operations)” means the Vice-President (Operations) referred to in paragraph b of section 18 (1);

“Vice-President (Finance)” means the Vice-President (Finance) referred to in paragraph d of section 18(1);

“Bylaws” means the additional sections that do not constitute a part of the official Rules of the Association under the Act, referred to in section 14(3);

2. Unless otherwise stated, any expression defined in the Act, or in the Interpretation Act 1984, shall have the same meaning in this Constitution as it does in either Act.

3. Status of this Constitution

1. Subject to the Act and the laws of the land, this Constitution shall be the ultimate authority of the Association, and overrules conflicting decisions made by the Executive, or the members in a general meeting, or any regulation, external motion, or other directive.
2. Subject to the Act, this Constitution may be amended, altered, rescinded or added to only by a special resolution approved by the members at a general meeting. Changes to the Constitution take effect only after they are registered in accordance with the Act.
3. Subject to the Act, in the event of any doubt or dispute as to the meaning or interpretation of this Constitution, the Executive shall determine any such meaning or interpretation, which determination shall be final and binding on all members.

CHAPTER II – OBJECTS

4. Objects of the Association

1. The objects of the Association are-
 - a. To promote the aims of the Charter of the United Nations and to support the United Nations in achieving those aims;
 - b. To provide every young Australian with a deeper understanding of global issues and the work of the United Nations;
 - c. To empower youth at every level of decision-making and to give youth the skills and opportunities to realise their full potential as decision makers;
 - d. To facilitate discussion and debate throughout the community on issues of global significance;
 - e. To support other UN Youth associations in Australia in our shared and continuing mission to open young eyes to the world;
 - f. To foster a membership of committed volunteers who act on the basis of goodwill, giving shape and hope to our future; and,
 - g. To do such other things, including working with partner organisations, as may seem proper to fulfil these objects.
2. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association; and no portion shall be paid or transferred directly or indirectly to members except in good faith in the promotion of those objects.

3. The Association shall use every effort to promote the Association's objects in a manner that does not promote or oppose a political party or a candidate for political office.

5. Powers of the Association

1. The powers conferred on the Association are the same as those conferred by section 13 of the Act.

CHAPTER III – MEMBERSHIP

6. Joining the Association

1. A person is eligible for membership in the Association if they:
 - a. Are a natural person;
 - b. Support the objects of the Association in section 4(1);
 - c. Are sixteen years old or older and twenty-four years old or younger; and,
 - d. Have attended at least two Association events in the present or immediately past financial year, one of which must have been held in Western Australia. The Bylaws shall prescribe those events that qualify as an "Association event" within the meaning of this section.
2. An eligible person who lodges the membership application form prescribed by the Executive, at the similarly prescribed location(s) (or online), shall, upon the approval of their application by the Executive, become a member as of the date of that approval.
3. The Executive must consider, and accept or reject by Executive motion, all applications submitted under sub-section (2) at the Executive meeting immediately following the lodgement of the application form.
4. A person whose application for membership of the Association is rejected under sub-section (3) must, if they wish to appeal against that decision, give notice to the Vice-President (Administration) of their intention to do so within a period of 14 days from the date they are advised of the rejection.
5. When notice is given under sub-section (4), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Executive to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representation in writing to, the Association in the general meeting.
6. The members in a general meeting may confer the title of "honorary member" on any natural person, but nothing in this section makes such a person a member within the meaning of any other section of this Constitution, or the provisions of the Act.

7. Register of Members

1. The Vice-President (Administration) shall, at a place determined in the Bylaws, keep and maintain a register of the members of the Association, their postal or residential address, and their date of joining the Association.
2. The Vice-President (Administration) shall make the register available for the inspection of any member upon request. The member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

8. Membership Fees and Subscriptions

1. There shall be no monetary contribution, either in the form of a subscription or an entry fee, imposed upon any person as a condition of membership.

9. Terminating Membership

1. Members shall continue to hold membership in the Association unless and until:
 - a. They die; or,
 - b. They are expelled from the Association; or,
 - c. They resign their membership in writing to the Vice-President (Administration); or,
 - d. They fail to renew their membership between the end of the financial year and the annual general meeting, by lodging a membership renewal form with the Vice-President (Administration).

10. Rights and Obligations of Members

1. Any right, privilege, or obligation of a person as a member of the Association cannot be transferred to another person and terminates on a person's cessation of membership, except in the case of:
 - a. Proxies, which may be appointed under section 31; and,
 - b. A member's debt (if any) owed to the Association, which does not terminate on a person's cessation of membership.
2. A member who has a pecuniary interest in a matter that is being considered at a general meeting, or by the Executive, or by a sub-committee, must disclose the nature of this interest to the Executive as soon as practicable after the relevant facts come to the member's attention, and not take part in any deliberations or decisions of the Executive on the matter.
3. The liability of a member to contribute towards the payment of the debts and liabilities of the Association, or the costs, charges and expenses of the winding

up of the Association, is limited to the amount of debt (if any) the member owes to the Association.

4. The Association shall indemnify and keep indemnified any member, officer or employee of the Association against any loss, expense or liability they may incur in the bona fide performance of their duties as a member, officer, committee member or employee.

11. Expulsion and Suspension

1. If the Executive considers that a member should be suspended or expelled from membership of the Association because their conduct is detrimental to the interests of the Association, or has refused or neglected to comply with this Constitution or the Bylaws, or has been found guilty of conduct prejudicial to the interests of the Association, the Executive must communicate, either orally or in writing, to the member-
 - a. Notice of the proposed suspension or expulsion and of the time, date and place of the Executive meeting at which the question of that suspension or expulsion will be decided; and
 - b. Particulars of that conduct;

Not less than 30 days before the date of the Executive meeting referred to in paragraph a.

2. At the Executive meeting referred to in a notice communicated under sub-section (1), the Executive may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Executive, suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to the member.
3. Subject to sub-section (5), a member has their membership suspended or ceases to be a member 7 days after the day on which the decision to suspend or expel a member is communicated to him under sub-section (2).
4. A member who is suspended or expelled under sub-section (2) must, if they wish to appeal against that suspension or expulsion, give notice to the Vice-President (Administration) of their intention to do so within the period of 7 days referred to in sub-section (3).
5. When notice is given under sub-section (4)-
 - a. The Association in a general meeting, must by resolution either confirm or set aside the decision of the Executive to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and,

- b. The member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Executive to suspend or expel him is confirmed under this sub-section.

CHAPTER IV - GENERAL MEETINGS

12. Calling of General meetings

1. The Executive-
 - a. May at any time convene a special general meeting;
 - b. Must convene annual general meetings in every calendar year within four months of the end of the financial year or such longer period as may in a particular case be allowed by the Commissioner.
 - c. Must, within 30 days of-
 - i. Receiving a request in writing to do so, signed by from not less than 10 members, convene a special general meeting for the purpose specified in that request; or,
 - ii. The Vice-President (Administration) receiving a notice under section 11(4), convene a special general meeting to deal with the appeal to which that notice relates.
 - d. Must, after receiving a notice under section 6(4), convene a special general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at the next annual general meeting in relation to the Executive's rejection of their application and the Association at that meeting must confirm or set aside the decision of the Executive.
2. If the special general meeting is not convened in the relevant period of 30 days referred to-
 - a. In sub-section 1(c)i, the members who made the request may themselves convene a special general meeting as if they were the Executive; or
 - b. In sub-section 1(c)ii, the member who gave the notice may convene a special general meeting as if they were the Executive,

And the Association must pay the reasonable expenses of convening or holding the special general meeting.

13. Notice of General Meetings

1. Notice of any general meeting must be transmitted to all members not less than 21 days prior to the meeting by the Vice-President (Administration) or the President, and that notice must specify-

- a. When and where the general meeting is to be held; and,
 - b. Particulars of the business to be transacted at the general meeting and of the order in which that business is to be transacted, which in the case of the annual general meeting shall be-
 - i. Confirm the minutes of the last annual general meeting and of any general meeting since that meeting;
 - ii. The consideration of the accounts and reports of the Executive;
 - iii. The consideration of any resolutions, special or ordinary, proposed for the general meeting;
 - iv. The election of Officers and Committee members; and,
 - v. Any other business requiring consideration by the Association at the general meeting.
 - c. The text of any resolutions, special or ordinary, to be proposed at the general meeting.
2. Notice is deemed to be given if it is transmitted either by pre-paid post or electronically to the address of the member appearing in the register of members.

14. Powers of the Members in a General Meeting

1. Subject to the Act and this Constitution, the members of the Association, assembled in a valid general meeting, may exercise any power of the Association, including powers delegated by this Constitution to the Executive.
2. The members may not delegate to any other body any power vested in them by this Constitution, except as this Constitution otherwise provides.
3. The members shall create and revise Bylaws which must include:
 - a. Matters stipulated in this Constitution as matters for the Bylaws, and,
 - b. Matters not explicitly provided for in this Constitution that may be convenient or necessary to manage the Association or achieve the objects of the Association.
4. Bylaws shall be created or amended only by ordinary resolution at a general meeting.

15. Conduct and Procedure at General Meetings

1. The President shall ordinarily be the Chairperson of all general meetings. In the absence of the President, the Chairperson shall be a member elected by the other members present at the general meeting.

2. At a general meeting 15 members present constitute a quorum.
3. Should quorum not be present within an hour after the appointed starting time of a general meeting, the chairperson shall adjourn the meeting to a time and place they think proper.
4. All members of the Association have the right to attend and vote at any general meeting. Any member may bring business before a general meeting, but all business required by the Act, as well as all special resolutions, shall take priority over any other business.
5. Minutes of each general meeting shall be provided to those recipients required by the Act, as well as to all of the members, within 21 days of the meeting.
6. At a general meeting in which the membership dismisses the entire Executive, or any individual Executive officer, the meeting shall not adjourn until the members have filled the vacancy or vacancies, following the procedure outlined in this Constitution for the election of officers.

16. Resolutions in General Meetings

1. Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
2. All resolutions considered by a general meeting shall be either ordinary resolutions or special resolutions:
 - a. An ordinary resolution is approved with the concurrence of a majority of members present and voting. In the event of an equality of votes, the ordinary resolution fails.
 - b. A special resolution is approved with the concurrence of 75% of the members present and voting. Only questions specified in this Constitution or the Act as requiring a special resolution shall be considered matters for a special resolution.
3. A question arising at a general meeting is to be determined on a show of hands, unless a poll is demanded by at least 3 voting members present. If a poll is demanded, the poll will be taken immediately and the result of the poll shall be taken to be the resolution of the meeting on that question. The declaration by the Chairperson of the result of the poll and an entry to that effect in the minute book of the Association is evidence of the matter so declared.
4. If a question arising at a general meeting of the Association is determined on a show of hands, a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

CHAPTER V - THE EXECUTIVE

17. Name and Powers

1. The Executive shall manage the affairs and property of the Association between general meetings, and shall consist of the Officers and Committee members of the Association.
2. The Executive may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by the Act, this Constitution or the Bylaws to be exercised and performed by the members of the Association at a general meeting.
3. The Executive may make provision for the formation, establishment, conduct and dissolution of Branches on such terms and subject to such conditions as the Executive may think fit.
4. The Executive shall create a comprehensive participant and member Welfare Policy, which may be amended by the Executive.

18. Officers of the Association

1. The Officers of the Association shall only consist of:
 - a. a President;
 - b. a Vice-President (Operations);
 - c. a Vice-President (Administration);
 - d. a Vice-President (Finance); and,
 - e. not less than two other persons, all of whom must be members of the Association.
2. The Bylaws shall exclusively prescribe the positions and portfolios of the additional Officers.
3. Officers must be elected to membership of the Executive at an annual general meeting or elected under sub-section (4) or (7).
4. Officers may be elected to membership of the Executive at a special general meeting, if specified in the Bylaws.
5. An Officers' term will be from 1 January until 31 December of each year
6. Should an officer be elected under subsection (4), an Officer's term will be from their election until the next annual general meeting.
7. If an Officer position is vacant at the conclusion of the annual general meeting, the position shall remain vacant and the Executive shall call a general meeting to elect a member to the position as soon as practicable.

8. Prior to a general meeting during which an election shall be held, the Executive shall designate an impartial Returning Officer, who shall not run for any office at that general meeting, to chair the elections portion of the general meeting, and count and certify all elections that take place at that meeting.
9. The electoral procedure at general meetings shall be provided in the Bylaws, not inconsistent with the following:
 - a. Except under sub-section (7), a person is not eligible for election to the Executive unless they deliver notice to the Returning Officer, prior to the commencement of the elections portion of the general meeting, of their willingness to stand for election; and,
 - b. All voting shall be by secret ballot.

19. Committee Members of the Association

1. The Committee Members of the Association shall be observing, non-voting members of the Executive, and shall be:
 - a. The Immediate Past President, who shall always be the person, not presently an Officer, who was mostly recently the President; and
 - b. Any Committee Member provided for in the Bylaws, all of whom must be members of the Association; and,
 - c. Any member appointed by motion of the Executive.
2. Committee members shall hold office until the annual general meeting following their appointment, or the completion of their duties, whichever is earlier.

20. Duties of the President

1. The President shall, in addition to their other duties in the Bylaws:
 - a. Preside at all general meetings and Executive meetings as Chairperson, subject to-
 - i. In the event of the absence from a general meeting or an Executive meeting of the President, the Vice-President (Administration) must preside;
 - ii. In the event of the absence of both the President and Vice-President (Administration), a member elected by the other members present shall preside;
 - b. Officially represent the Association and speak on behalf of the Association; and
 - c. Exercise overall supervision of the Association's activities.

21. Duties of the Vice–President (Operations)

1. The Vice–President (Operations) shall, in addition to their other duties in the Bylaws:
 - a. Act as the acting President should the President be unable to fulfil their duties.

22. Duties of the Vice–President (Administration)

2. The Vice–President (Administration) shall, in addition to their other duties in the Bylaws:
 - a. Be the Secretary of the Association, and accordingly have all duties and powers granted to that officer by the Act; and,
 - b. Keep full and correct minutes of the proceedings of the Executive and of the Association;
3. Comply on behalf of the Association with-
 - a. Section 27 of the Act with respect to the register of members of the Association, as referred to in section 7;
 - b. Section 28 of the Act by keeping and maintaining in an up to date condition the sections of the Association and, upon the request of a member of the Association, must make available those sections for the inspection of the member and the member may make a copy of or take an extract from the sections but will have no right to remove the sections for that purpose; and,
 - c. Section 29 of the Act by maintaining a record of-
 - i. The names and addresses of the persons of who hold the offices of the Association provided for by these sections, including all offices held by persons who constitute the Executive and persons who are authorised to use the common seal of the Association under section 33; and,
 - ii. The names and addresses of any persons who are appointed or act as trustees on behalf of the association,

and the Vice–President (Administration) must, upon request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose.

23. Duties of the Vice–President (Finance)

1. The Vice–President (Finance) shall, in addition to their other duties in the Bylaws:

- a. Be the Treasurer of the Association, and accordingly have all duties and powers granted to that officer by the Act; and,
 - b. Be responsible for the receipt and payment of all moneys by the Association, and transact those funds with the authority of a general meeting or of the Executive;
2. Comply on behalf of the Association with-
- a. Sections 25 and 26 of the Act with respect to the accounting records of the Association by-
 - i. keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - ii. Keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - iii. Keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and,
 - iv. Submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.

24. Meetings of the Executive

1. The Executive shall ordinarily meet at least once every two calendar months at any time and place the Executive determines.
2. The President or any two Officers may call a meeting of the Executive. No meeting of the Executive may be called without 24 hours' notice to all Officers by post, email or telephone.
3. At an Executive meeting, 6 Officers constitute a quorum.
4. The President shall ordinarily be Chairperson at Executive meetings. The procedure and order of business to be followed at an Executive meeting shall be determined by the Chairperson, provided that all decisions of the President may be overturned by a simple majority of Officers present and voting.
5. The Executive may close its meeting to all but the Officers and Committee members of the Association as it thinks fit.

25. Motions of the Executive

1. All motions of the Executive, except where otherwise noted in this Constitution, shall be made by the assent of a majority of the total number of Officers. Only

Officers may vote, and each Officer shall have one vote. In the event of an equality of votes, the motion fails.

26. Sub-committees of the Association

1. The Executive may delegate, by motion or as provided in the Bylaws, to one or more sub-committees (consisting of such member or members of the Association as the Executive thinks fit) the exercise of such functions of the Executive as are specified in the delegation other than-
 - a. This power of delegation;
 - b. The Executive's power to appoint Committee Members, employees, or fill casual vacancies; and,
 - c. A function which is specifically imposed on the Executive by the Act, or any applicable law.
2. Any delegation made by the Executive to a sub-committee shall be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in motion or Bylaws, and the Executive may continue to exercise any function delegated. The Executive may revoke the delegation wholly or in part at any time.

27. Casual Vacancies of the Executive

1. A casual vacancy occurs in the office of the Executive and that office becomes vacant if the Officer or Committee member:
 - a. Resigns in writing to the Executive;
 - b. Dies or is permanently incapacitated by mental or physical ill-health;
 - c. Is convicted of an offence under the Act;
 - d. Ceases to be a member of the Association; or
 - e. Is dismissed under section 27.

28. Dismissal of an Officer or Committee Member

1. The members in a general meeting may, by ordinary resolution, for any reason, dismiss any Officer or Committee Member. No resolution of dismissal shall be effective if the respondent(s) are not:
 - a. Given at least fourteen days' notice of the pending resolution to dismiss them;
 - b. Given an opportunity to be heard at the meeting considering their dismissal, or have an opportunity to submit a written statement to the meeting to which due consideration is given; and,
 - c. Furnished with the latest copy of this Constitution.

2. If the Executive is of the opinion that an Officer or Committee Member has acted in a manner prejudicial to the interests of the Association, the Executive may by motion dismiss that member from their office.
3. An Officer or Committee Member who is dismissed under sub-section (2) must, if they wish to appeal against that dismissal, give notice to the Vice-President (Administration) of their intention to do so within 7 days.
4. When notice is given under sub-section (3)-
 - a. The Association in a general meeting, must by resolution either confirm or set aside the decision of the Executive to dismiss that member from office, after having afforded them a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and,
 - b. The Officer or Committee Member is not dismissed until the decision of the Executive to dismiss them is confirmed under this sub-section.
5. When an Officer or Committee Member is dismissed, the position shall be rendered vacant, and shall be filled under section 28. A resolution of the Executive or the members in a general meeting to dismiss an officer shall, upon taking effect, render the position vacant. The office shall be filled in accordance with the provisions of filling a permanent casual vacancy unless the members in a general meeting have dismissed an Officer, in which case the members at that general meeting shall proceed immediately to elect a replacement.

29. Filling Casual Vacancies among Officers and Committee Members

1. If less than six months has elapsed since the last Annual General Meeting, the Executive shall call a general meeting to elect a member to fill any permanent casual vacancy among the Officers of the Association, except the President.
2. If more than six months has elapsed since the last Annual General Meeting, the Executive shall fill any permanent casual vacancy among the Officers of the Association, except the President by appointing a member to that position by Executive motion.
3. If the casual vacancy is that of the President, an Officer designated in the Bylaws shall become Acting President, and the office of that Officer shall become temporarily vacant. The Executive must then convene a general meeting between 21 and 36 days following the creation of the casual vacancy, to hold a special election for the office of President, who shall fill the position until the adjournment of the next annual general meeting.
4. The Executive shall fill any permanent casual vacancy among the Committee Members of the Association by appointing a member to that position by Executive motion.

CHAPTER VI – ADMINISTRATION

30. Source of Funds and Non-Profit Status

1. The sources of the funds of the Association shall be:
 - a. Fees paid for the provision of services in furtherance of the aims and objectives contained in the Statement of Purposes;
 - b. Disbursements from UN Youth Australia and the UN Youth Australia Foundation;
 - c. Sponsorship funds;
 - d. Grants or other disbursements from the Commonwealth or State Governments;
 - e. Money derived from investments and savings; and,
 - f. Donations.
2. The income and property of the Association shall be applied solely towards the promotion of the objects contained in the Statement of Objects; and no portion shall be paid or transferred directly or indirectly by way of profit to members of the Association. Nothing herein contained shall prevent:
 - a. The payment in good faith of remuneration to any officers or servants of the Association, or members of the Association, in return for services actually rendered to the Association,
 - b. The payment of out-of-pocket expenses,
 - c. The payment for goods supplied in the usual way of business,
 - d. The payment of reasonable interest on money borrowed from any member; or,
 - e. The payment of reasonable rent for premises let to the Association by any member of the Association.

31. Management of Funds

1. The number and make up of signatories to the Association's accounts shall be provided for under the Bylaws.
2. The Vice-President (Finance), in accordance with standard accounting practices and the provisions of this Constitution, shall manage the funds of the Association. The Association shall spend no monies, except by appropriations made by the Executive.

3. True accounts are to be kept of each receipt or payment of money by the Association and the matter in respect of which the money was received or paid, and each asset and liability of the Association.
4. If required by the Act or other law, the members shall at the annual general meeting elect and determine the compensation of an auditor for the Association, and make such other arrangements as are necessary to facilitate an audit of the Association's accounts in accordance with the Act or other law. The auditor is eligible for re-appointment and may be removed from office only by special resolution.

32. Proxies of Members of the Association

1. A member may appoint in writing the Vice-President (Administration), and in their absence, the President to be the proxy of the appointing member and to attend, and vote on resolutions on behalf of the appointing member, at any general meeting.
2. A member may appoint in writing the Returning Officer to be the proxy of the appointing member and to attend, and vote in elections on behalf of the appointing officer, at any general meeting.
3. An officer may appoint in writing the Vice-President (Administration) to be the proxy of the appointing officer and to attend, and vote on behalf of the appointing officer, at any general meeting.
4. In appointing a proxy, the appointing member or officer must stipulate how their vote will be allocated.
5. All proxies must be given in writing to the Returning Officer or Vice-President (Administration) prior to the commencement of the meeting, and a record of proxies shall be included in the minutes of the general or Executive meeting.
6. Proxies shall not be counted towards meeting quorum at a general meeting.

33. Minutes and Other Records

1. All records of the association, including this Constitution, the Bylaws, trust documents, instruments of title, financial records, securities, minutes of general and Executive meetings (in this section called 'meeting'), and all certifications and transmissions communicated in accordance with the Act, shall be:
 - a. Kept for not less than seven (7) years after their composition; and,
 - b. Made available at any reasonable time for inspection without charge by a member of the Association.
2. The Vice-President (Administration) must ensure full and accurate minutes of the proceedings of each meeting are entered in the minute book of the Association within 30 days after the holding of each meeting.

3. The President must ensure that the minutes taken of meeting under sub-section (2) are checked and signed as correct by the Chairperson of the meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Executive meeting.
4. When minutes have been entered and signed as correct under this section, they are, until the contrary is proved, evidence that-
 - a. The meeting to which they relate was duly convened and held;
 - b. All proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - c. All appointments or elections purporting to have been made at the meeting have been validly made.

34. Common Seal

1. There shall be a common seal that shall be kept at the offices of the Association. The Executive shall determine the disposition of the seal, and its striking and breaking.
2. The Common Seal shall only be affixed to a document by authority of a motion of the Executive. The affixing of the common seal shall only be of effect when two Officers sign it.

35. Winding-up of the Association

1. If upon the winding up of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred:
 - a. To another association incorporated under the Act which has similar objects; or
 - b. for charitable purposes which association or purposes, as the case requires, shall be determined by resolution of the members.

36. National Council of UN Youth Australia

1. Except during a validly called general meeting of the members of UN Youth Australia, the Association shall exercise its powers as a Voting Member only by motion of the Executive, which is signed by two Officers and transmitted to UN Youth Australia in accordance with the National Constitution.
2. For the purposes of the National Constitution, as regards the inspection of the records of UN Youth Australia, the duly appointed representatives of the Association shall be limited to the Officers and Committee Members of the Association. The Association shall not otherwise appoint representatives or attorneys in accordance with the National Constitution except for the purpose of representing the Association in a validly called general meeting of the Voting

Members of UN Youth Australia; representatives so appointed shall be referred to hereafter as 'National Councillors.'

3. All members of the Association are National Councillors.
4. The members of the Association shall determine how it votes and otherwise acts as a Division of UN Youth Australia. In the event that the Association has given no determination, the National Councillors present at National Council shall vote and act as they see fit.
5. The minimum number of National Councillors present for the Division to be considered present at National Council is three. The Executive may set this minimum at a higher or lower number by Executive motion.