



UN
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CONSTITUTION

OF

UN YOUTH VICTORIA INCORPORATED

Adopted: 16th of June 2011

Amended: 16th of May 2012

Amended: 8th of April 2013

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CHAPTER I PRELIMINARY

Name, Purposes, and Objects

1. The name of the Association is “UN Youth Victoria Incorporated”, which may be abbreviated to “UN Youth Victoria Inc.” or “UNYA Victoria Inc.” or “UN Youth Vic Inc.”. If the Association is provided leave to omit “Inc.” from its name, the aforementioned names may be used without “Inc.”.
2. The objects and purposes of the Association are:
 - (1) promote the aims of the United Nations Charter and to support the United Nations in achieving those aims;
 - (2) instil in every young Australian a deeper understanding of global issues and the work of the United Nations;
 - (3) promote respect for and awareness of universal human rights; empower young people at every level of decision-making;
 - (4) provide young people with the skills and opportunities to realise their full potential as decision makers;
 - (5) facilitate discussion and debate throughout the community on issues of global significance;
 - (6) support other Australian UN Youth associations, including UN Youth Australia, in the our shared and continuing mission to open young eyes to the world; and
 - (7) foster a membership of committed volunteers who act on the basis of goodwill, giving shape and hope to our future.

Relationships with other United Nations associations

3. The Association shall, if possible, maintain Voting Membership in UN Youth Australia and shall be bound by the Constitution of the same.
4. The Association is the youth partner of the United Nations Association of Australia (Victorian Division) Inc. (hereafter “UNAA Victoria”), working closely together to advance the two organisations’ shared mission of building the people's movement for the United Nations.
 - (1) The Association shall from time to time agree memoranda of understanding with UNAA Victoria outlining this collaboration.
 - (2) Such memoranda shall be subject to memoranda of understanding agreed to between UN Youth Australia Inc. and the United Nations Association of Australia Inc.

Powers and Functions of the Association

5. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes. Without limiting this provision, the Association may—
 - (1) acquire, hold and dispose of real or personal property;
 - (2) open and operate accounts with financial institutions;
 - (3) invest its money in any security in which trust monies may lawfully be invested;
 - (4) raise and borrow money on any terms and in any manner as it thinks fit;
 - (5) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (6) appoint agents to transact business on its behalf;
 - (7) enter into any other contract it considers necessary or desirable.
6. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.
7. The Association shall use every effort promote the Association's objects and purposes in a manner that does not promote or oppose a political party or a candidate for political office.

Interpretation

8. In this Constitution, unless inconsistent with context, subject matter, or law -
 - (1) "The Act" is the *Associations Incorporation Reform Act 2012* and any regulations made under the Act;
 - (2) "The Constitution" is this document, which constitutes the official Rules of the Association under the Act;¹
 - (3) The "Statement of Objects" is Rule 2 of this Constitution, and is the Statement of Objects and Statement of Purposes for the Association for the purposes of the Act;
 - (4) The "Secretary" of the Association is the Secretary of the Association with the functions provided for by the Act;

¹ Under section 46 of the Associations Incorporation Reform Act 2012, this Constitution (known to the Act as "the Rules") are taken to constitute the terms of a contract between the Association and its members.

- (5) “The Association” is UN Youth Victoria Incorporated;
- (6) “UN Youth Australia” is a company limited by guarantee of which this Association is a Voting Member, whose constitution is referred to throughout as the “National Constitution,”
- (7) The “National Executive” is the Board of Directors of UN Youth Australia, and a “National Director” is a Director of UN Youth Australia,
- (8) The “Executive” is the management committee of the Association as understood in the Act;
- (9) A “Director” is one of the voting members of the Executive; a “directorship” refers to the office of one of the voting members of the Executive;
- (10) An “Officer” is any person holding a position of responsibility in the Association, including all Directors of the Executive;
- (11) Each individual point of this Constitution shall be referred to as a “Rule” such that this Rule is Rule 7(11);
- (12) Unless otherwise stated, any expression defined in the Act shall have the same meaning in this Constitution as it does in either Act.

Status of this Constitution

9. 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.
10. Subject to the Act, this Constitution and Statement of Objects 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 or Statement of Objects take effect only if they are approved in accordance with the Act.
11. 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.

Financial Year

12. The Financial Year for the Association shall end on 31 October.

Exercise of the Association's Powers under the UN Youth Australia National Constitution

13. Except during a validly called general meeting of the Members of UN Youth Australia, the Association shall exercise its powers as a Voting Member, including but not limited "signing" a resolution in writing under National Constitution, only by resolution of the Executive where:
 - (1) Such resolution is recorded in writing;
 - (2) Is signed by at least two directors; and
 - (3) Transmitted to UN Youth Australia in accordance with the National Constitution.
14. Repealed.
15. For the purposes of the National Constitution's clause 19.6.1, as regards the inspection of the records of UN Youth Australia, the duly appointed representatives of the Association shall be, and be limited to, the Directors of the Executive. 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."
16. The rules concerning the appointment and dismissal of National Councillors are as follows:
 - (1) Each Director is a National Councillor *ex officio*.
 - (2) The Executive may appoint additional members of the Association as National Councillors and may revoke the appointments of additional National Councillors at any time other than during a general meeting of the members of UN Youth Australia.
 - (3) An appointment or revocation of appointment as a National Councillor shall take the form of a document, approved by the Executive and signed by at least two Directors, that unambiguously attests to the appointment or revocation of appointment.
 - (4) At the time at which a Director is elected or appointed, the Association shall communicate this appointment to UN Youth Australia in the same fashion as a National Councillor appointment under sub-rule (3) of this Rule.
 - (5) A National Councillor, other than a Director, ceases to be a National Councillor upon the adjournment of the general meeting of UN Youth Australia that immediately follows their appointment, but may be re-appointed.

17. The terms of the National Councillors' appointments are as follows:
- (1) No single National Councillor may exercise the powers of the Association, or serve to constitute the presence of the Association at a meeting for the purposes of quorum, unless accompanied by at least two other National Councillors,
 - (2) The National Councillors present at a general meeting shall be deemed to represent the Association on a given question only when a majority of the Association's National Councillors give their assent to that representation at the meeting, and
 - (3) The National Councillors shall be bound by any instructions issued to them by the Executive in advance of the meeting, save when in the judgment of the majority of National Councillors at the meeting new context or new developments have rendered those instructions moot."

CHAPTER II MEMBERSHIP

Joining the Association

18. A person is eligible for membership in the Association if they:
 - (1) Are a natural person; and
 - (2) Reside in Victoria; and
 - (3) Support the purposes of the Association; and
 - (4) Are not older than 25 years of age and not younger than 16 years of age; and
 - (5) They have not been:
 - a. expelled from the Association without the expulsion being expunged by a resolution of the members, or,
 - b. removed from the Register of Members of UN Youth Australia by a resolution of the Voting Members of UN Youth Australia and have not been re-admitted by a resolution of the Voting Members of UN Youth Australia.
19. An eligible person who lodges a 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.
20. The Executive may, at its absolute discretion, approve or disapprove any membership application. In the consideration of a membership application:
 - (1) The Executive must take action on an application no later than three weeks following that application's submission;
 - (2) The Executive must provide a reason to any applicant whose application is refused, indicating the circumstances under which an application might be accepted (if any);
 - (3) The Secretary must advise all membership applicants of the approval of their application as soon as is practicable after the decision of the Executive.
21. There is no limitation to the number of members.
22. The members in a general meeting may confer the title of "patron" or "honorary member" on any natural person, but nothing in this rule makes such a person a member within the meaning of any other Rule of this Constitution, or any organisation of which this Association is a member, or provisions of the Act.

Rights and Obligations of Members

23. A member is entitled to vote in a general meeting if and only if they have attended at least two UN Youth events in the past twelve months.
 - (1) The Bylaws shall define which events constitute “UN Youth events” for the purposes of this section.
 - (2) The Secretary shall be responsible for collecting attendance details at all UN Youth events;
 - (3) The Executive, with reference to attendance details kept by the Secretary, shall determine any dispute of the voting entitlement of any member.

24. A member of the Association who is entitled to vote has the right—
 - (1) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (2) to submit items of business for consideration at a general meeting; and
 - (3) to attend and be heard at general meetings; and
 - (4) to vote at a general meeting; and
 - (5) to have access to the minutes of general meetings and other documents of the Association; and
 - (6) to inspect the register of members.

25. The rights of a member are not transferable and end when membership ceases.

26. 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.

27. 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 an member, officer or employee.

Membership Fees and Subscriptions

28. 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. The entry fee and amount of the annual membership subscription shall both be \$0.

Retaining and Terminating Membership

29. Members shall continue to hold membership in the Association unless and until:
- (1) They die; or
 - (2) They are expelled from the Association; or
 - (3) They cease to be eligible for membership; or
 - (4) They are removed from the Register of Members of UN Youth Australia or otherwise cease to be an Associate Member of UN Youth Australia; or
 - (5) They resign their membership.
 - (6) They fail to renew their membership at the end of the calendar year by lodging a membership renewal form with the Secretary.
30. A member is taken to have resigned if –
- (1) They give notice of their resignation in writing to the Secretary, or
 - (2) The Secretary has made a written request to the member to confirm that he or she wishes to remain a member and the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.
31. The Secretary must keep and maintain a register of members that includes—
- (1) for each current member—
 - a. the member's name;
 - b. the address for notice last given by the member;
 - c. the date of becoming a member;
 - d. any other information determined by the Executive; and
 - (2) for each former member, the date of ceasing to be a member.
32. Any member may, at a reasonable time and free of charge, inspect the

register of members.²

Disputes and Mediation

33. The grievance procedure set out below applies to disputes under these Rules between—
 - (1) a member and another member;
 - (2) a member and the Executive;
 - (3) a member and the Association.
34. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
35. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
36. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 35:
 - (1) the parties must within 10 days—
 - a. notify the Executive of the dispute; and
 - b. agree to or request the appointment of a mediator; and
 - c. attempt in good faith to settle the dispute by mediation.
 - (2) The mediator must be—
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement, a person chosen by the Executive.
 - (3) A mediator appointed by the Executive may be a member or former member of the Association but in any case must not be a person who—
 - a. has a personal interest in the dispute; or
 - b. is biased in favour of or against any party.
 - (4) The mediator to the dispute, in conducting the mediation, must—
 - a. give each party every opportunity to be heard; and

² Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

- b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. ensure that natural justice is accorded to the parties throughout the mediation process.
 - (5) The mediator must not determine the dispute.
37. If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Expulsion

38. Subject to this Constitution, if the Executive is of the opinion that a member has refused or neglected to comply with this Constitution or the Bylaws, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, or has been subject to a ban on participation in UN Youth Australia activities, the Executive may by resolution expel that member from the Association.
39. A resolution of the Executive to expel a member (hereafter “the respondent”) does not take effect unless—
- (1) at a meeting held at least 14 days following notice to the respondent of the passage of the resolution to expel them, the Executive confirms the resolution; and
 - (2) if the Executive confirms the resolution but the member exercises a right of appeal to the members in a general meeting, the members in a general meeting confirm the resolution in accordance with this constitution.
40. At a meeting of the Executive to confirm or revoke the initial resolution to expel the respondent, the Executive must—
- (1) give the respondent, or their representative, an opportunity to be heard; and
 - (2) give due consideration to any written statement submitted by the respondent; and,
 - (3) furnish the respondent with the latest copy of this Constitution and the Bylaws; and,
 - (4) determine by resolution whether to confirm or to revoke the resolution.
41. If at the meeting of the Executive, the Executive confirms the resolution, the member may, not later than 48 hours after that meeting, give the

Secretary a notice to the effect that he or she wishes to appeal to the members in general meeting against the resolution. If the Secretary receives this notice, they must notify the Executive and the Executive must convene a general meeting of the Association to be held between 21 and 45 days after the date on which the Secretary received the notice.

42. At a general meeting of the Association convened to consider the expulsion —
 - (1) no business other than the question of the appeal may be conducted; and
 - (2) the Executive may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (3) the member, or his or her representative, must be given an opportunity to be heard; and
 - (4) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked. This question is a special resolution and shall be governed by the rules thereby.

43. A resolution to expel is confirmed if, at the general meeting, the members approve the special resolution to confirm the suspension or expulsion resolution. In any other case, the resolution is revoked.

CHAPTER III
GENERAL MEETINGS OF THE MEMBERS

Powers of the members in a General Meeting

44. Subject to the Act and this Constitution, the members of the Association entitled to vote at a general meeting, assembled in a valid general meeting, may exercise any power of the Association, including powers delegated by this Constitution to the Executive.
45. A resolution of the members entitled to vote in a general meeting may not be altered or overturned except by subsequent resolution of the members, and resolutions of the members in a general meeting shall override any conflicting resolution, decision, or action of the Executive.
46. The members may not delegate to any other body any power vested in them by this Constitution, except as this Constitution otherwise provides.

Calling of General Meetings

47. One general meeting a year is the Annual General Meeting of the Association (“the AGM”). The Executive shall call the AGM such that it falls within two months following the end of the Association’s financial year.
48. Special General Meetings shall be called:
 - (1) By the Executive, at their discretion; or
 - (2) On the requisition in writing of at least 30 members entitled to vote; or
 - (3) By a resolution of the members, approved at a General Meeting.
49. A requisition for a special general meeting must state the objects of the meeting, be signed by the requisitionists, be deposited at the registered address of the Association, and may consist of several documents, each signed by one or more of the requisitionists.
50. If the Executive does not cause a special general meeting to be held within 30 days from the day on which a requisition is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting within 3 months from the day of the deposit of the requisition.
51. The Secretary (or, in the case of a general meeting convened by requisition of the members, the members convening the meeting) must give to each member of the Association—

- (1) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
- (2) at least 14 days' notice of a general meeting in any other case.

52. Notice of a general meeting must—

- (1) specify the date, time and place of the meeting; and
- (2) indicate the general nature of each item of business to be considered at the meeting; and
- (3) if a special resolution is to be proposed—
 - a. state in full the proposed resolution; and
 - b. state the intention to propose the resolution as a special resolution; and
- (4) be sent via either pre-paid post or electronically to the last known address of each member.

53. Repealed.

54. In regard to all notices communicated to the members, if notice is communicated either by pre-paid post or electronically to the last known address of a member, notice is deemed to have been given.

The Annual General Meeting

55. The business of the AGM shall be to:

- (1) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
- (2) to receive and consider—
 - a. the annual report of the Executive on the activities of the Association during the preceding financial year; and
 - b. the financial statements of the Association for the preceding financial year submitted by the Executive in accordance with Part 7 of the Act;
- (3) to elect the Directors of the Executive;
- (4) any other business.

Conduct and procedure at general meetings

56. Quorum for a general meeting shall be more than 10% of the total number of members entitled to vote, or 15 members entitled to vote at least 10 of whom are not directors, whichever is greater,.

57. Should quorum not be present within one hour after the appointed starting time of a general meeting, the chairperson shall adjourn the meeting to a time and place they think proper.
58. A general meeting may be held using any technology that allows members to clearly and simultaneously communicate with each other participating member.
59. General meetings may consider any business that may properly be brought before the meeting, even if that business is not discussed in the notice of the meeting. This Rule shall not be so construed as to allow the consideration of a special resolution without proper notice.
60. The President shall ordinarily be the Chair of all general meetings. If the Chair is or becomes vacant, the members present at the general meeting shall elect one of their number to the Chair.
61. General meeting procedures shall be contained in Bylaws not inconsistent with this Constitution, but no Bylaw connected to general meeting procedure shall come into effect sooner than three weeks after its approval, or abridge the right of a majority of the members present to overturn any decision of the Chair or resolution of the Executive.
62. 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.
63. At a general meeting in which the membership dismisses the entire Executive, or any individual Director, the meeting shall not adjourn until the members have filled the vacancy or vacancies, following where possible the procedure outlined in this Constitution for the election of officers.

Resolutions in general meetings

64. On any question arising at a general meeting—
 - (1) each member who is entitled to vote has one vote; and
 - (2) members must vote personally or by an absentee vote lodged with the President and Secretary at least 24 hours before the general meeting; and
 - (3) except in the case of a special resolution, the question must be decided on a majority of votes.

- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) A special resolution is passed if:
 - a. notice has been properly given of the special resolution,
 - b. not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

65. Unless a poll is demanded in accordance with this Constitution, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

- (1) carried; or
- (2) carried unanimously; or
- (3) carried by a particular majority; or
- (4) lost—

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

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

- (1) the poll must be taken immediately by a secret ballot of the members;
- (2) the ballots of the poll must be counted in public; and
- (3) the Chairperson must declare the result of the resolution on the basis of the poll.

67. No resolution may be voted on by means of a postal ballot.

CHAPTER IV THE EXECUTIVE COMMITTEE

Name and Powers

68. The Executive Committee (“the Executive”) is the committee, or management committee of the Association as understood in the Act. The Executive, subject to the Act, this Constitution, and the Bylaws:
- (1) controls and manages the affairs of the Association; and
 - (2) may exercise any power or function that may be exercised by the Association other than those powers or functions that are required by this Constitution or the Bylaws to be exercised by the members in a general meeting; and
 - (3) has the power to perform all acts and do all things that appear to the Executive to be necessary or desirable for the proper management of the affairs of the Association, except for such acts and things that the Bylaws or Constitution reserve to the another body.
69. The Executive shall have the power to create and revise Bylaws to provide for:
- (1) a comprehensive participant and member Welfare Policy;
 - (2) matters stipulated in this Constitution as matters for the Bylaws; and
 - (3) matters not explicitly provided for in this Constitution that may be convenient or necessary to manage the Association or achieve the aims and objectives in the Statement of Objects.

Constitution of the Executive

70. The Executive shall consist of the Directors of the Association, which shall be limited to the following:
- (1) One President;
 - (2) One Secretary;
 - (3) One Treasurer;
 - (4) One Strategy and Partnerships Director;
 - (5) One Communications Director; and
 - (6) Four additional Directors, with titles and portfolios determined by special resolution of the members.

71. The other Officers of the Association shall have the right to attend Executive meetings without a vote. The Directors may choose to close a particular meeting of the Executive, which revokes this right for that meeting. The Officers include:
- (1) The Immediate Past President, who shall always be the person who most recently held the office of President (the Directors cannot close any Executive meeting to the Immediate Past President);
 - (2) Any National Director of UN Youth Australia resident in Victoria;
 - (3) Any other officer specified in the Bylaws or co-opted personally on to the Executive by the Directors.

Eligibility and Election of Directors other than the Treasurer and Communications Director

72. At each AGM, the Chair of the meeting shall declare all Directorships except that of the Treasurer, Strategy and Partnerships Director, and Communications Director vacant and all members entitled to vote shall elect all of the Directors, except the Treasurer, Strategy and Partnerships Director, and Communications Director, for the following year.
- (1) All Directors hold office, barring removal from office in accordance with this Constitution, until the adjournment of the AGM following the AGM in which they were last elected to that Directorship.
 - (2) Notwithstanding this Rule, neither the Treasurer, Strategy and Partnerships Director, and Communications Director shall be declared vacant at the AGM; these two positions shall be appointed by the Executive rather than elected by the members.
 - (3) The members may, by special resolution recorded in the Bylaws, exempt not more than one specific Directorship other than the Treasurer, Strategy and Partnerships Director, or Communications Director from this Rule. Such a Directorship shall nonetheless be elected by the members entitled to vote as follows:
 - a. the Executive shall call a special general meeting not more than 14 months following the last election of the exempted Director;
 - b. at this special general meeting the position shall be declared vacant and elected by the members entitled to vote just as for a Director elected at the AGM.
73. All officers other than Directors hold office until the adjournment of the next AGM after their election or appointment, unless the Bylaws otherwise provide or they are prematurely removed from their office in accordance with this Constitution

74. Only a member may be elected a Director, and no person shall hold more than one Directorship, nor shall two or more people hold the same Directorship, but a Director may hold any number of Officer positions that are not Directorships. All Directors and officers are eligible for re- election.
75. 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.
76. The electoral procedure at general meetings shall be provided in the Bylaws and not inconsistent with the following:
 - (1) Any Bylaw pertaining to an electoral matter shall take effect three weeks following its approval;
 - (2) All positions open to election must be voted for by secret ballot; no-one may be elected without a ballot;
 - (3) All members shall have equal voting strength (except the President in the exercise of their tie-breaking vote);
 - (4) The candidate with a minority of votes may not be elected in preference to a candidate with a majority of votes (either initially or after the distribution of preferences);
 - (5) Should the votes tie after the final allocation of preferences, members must ballot again;
 - (6) "Re-Open Nominations", or "RON", is a candidate in all elections. Should RON win an election, no-one shall be elected to the position and nominations for the position shall be re-opened. The Executive shall call a special general meeting between 14 and 35 days after the general meeting at which RON wins to fill the vacancy created by a RON win.
 - (7) Each candidate may appoint a member to act as a scrutineer in his or her election. All scrutineers shall witness the entirety of the counting of votes, including absentee votes, for that position's election.
77. Members may vote in an election by absentee ballot by transmitting their vote to the Returning Officer. Such absentee votes may, if the member wishes, indicate preference for candidates to be invoked should the first preference candidate be eliminated as a consequence of the electoral procedure.

Appointment of Treasurer, Communications Director, and other officers

78. No person may hold an office in this Association, other than the auditor of the Association, who is not within two weeks of their appointment a member of the Association.
79. Within one month following the AGM, the Executive shall move to appoint a Treasurer, a Strategy and Partnerships Director, and a Communications Director (for the purposes of this Rule, “the Appointed Directors”).
 - (1) The Executive may re-appoint the incumbent Appointed Directors or appoint a different Appointed Director;
 - (2) No Appointed Director may be appointed or re-appointed without an interview conducted by a member of the selection panel convened by the Executive, prior to their appointment or re-appointment;
 - (3) The Appointed Directors shall continue to serve in their respective positions, barring the vacancy of that office in accordance with the Constitution, until the appointment of their successor.
80. Except as the Bylaws or this Constitution otherwise provide, the Executive shall make all appointments to any office or position of responsibility, and this power may not be delegated.
81. When the Bylaws provide for a Director, or officer, to make appointments to any committee or office, no appointment shall have effect without the advice and consent of the Executive to that appointment.
82. Additional rules shall apply to appointments of persons made by the Executive. Whenever the Executive makes an appointment of a person to an office, it shall do so in accordance with a procedure not inconsistent with the following:
 - (1) All members must have an opportunity to submit applications for the position;
 - (2) Notice of the vacancy must be sent to all members at least 7 days before the close of applications; and
 - (3) All members must be given notice of the appointment once it is made.
83. The Executive need not comply with the provisions of Rule 82 (1)-(2) when:
 - (1) appointing an organiser or organisers of an event that has not hitherto been organised by the Division; or
 - (2) consenting to the appointment of an inferior officer under the direct supervision of a Director or another officer; or
 - (3) filling of temporary casual vacancies in an office; or

- (4) appointing a member to conduct an initiative or program which has not previously been conducted by the Association; or
- (5) appointing officers of UN Youth Australia as officers of the Association; or
- (6) Appointing an Officer without a portfolio.

Duties of all Directors

84. The Executive is collectively responsible for ensuring that the Association complies with the Act and that individual Directors comply with these Rules.
85. Directors must exercise their powers and discharge their duties:
 - (1) with reasonable care and diligence; and
 - (2) in good faith in the best interests of the Association; and
 - (3) for a proper purpose.
86. A Director who has a material personal interest in a matter being considered at an Executive meeting must disclose the nature and extent of that interest to the Executive. The Director must not be present while the matter is being considered at the meeting and must not vote on the matter. This rule does not apply to a material personal interest—
 - (1) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (2) that the member has in common with all, or a substantial proportion of, the members of the Association.
87. Directors and former Directors must not make improper use of their position or information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
88. In addition to any duties imposed by this Constitution, a Director must perform any other duties imposed from time to time by resolution of the Executive.

Duties of Particular Directors

89. In accordance with section 76 of the Act, the Secretary of the Association shall always be the person appointed to the role of Secretary.
90. The President is empowered to make decisions on behalf of the Executive if and only if:
 - (1) the urgency of the matter does not permit the calling of an Executive meeting or the use of a circular resolution of the Executive; and
 - (2) the decision does not involve an appointment or the appropriation or expenditure of money, or any other financial matter whatsoever; and
 - (3) such decisions are ratified by the Executive at its next meeting.
91. The Secretary must, in addition to their other duties:
 - (1) Perform any duty or function required under the Act to be performed by the secretary of an incorporated association; and
 - (2) maintain the register of members; and
 - (3) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (4) give to the Registrar notice of their appointment within 14 days after the appointment; and
 - (5) perform any other duty or function imposed on the Secretary by this Constitution.
92. The Treasurer must, in addition to their other duties:
 - (1) keep custody of all books, documents and securities of the Association; and
 - (2) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (3) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (4) make any payments authorised by the Executive or by a general meeting of the Association from the Association's funds; and
 - (5) ensure cheques are signed by at least 2 Directors; and
 - (6) ensure that the financial records of the Association are kept in accordance with the Act; and

- (7) coordinate the preparation of the financial statements of the Association and their certification by the Executive prior to their submission to the annual general meeting of the Association; and,
 - (8) perform any other duty or function imposed on the Treasurer by this Constitution.
93. In the absence of the Treasurer and/or Secretary, the Bylaws shall specify which Director shall exercise their respective duties.
94. The Bylaws, or otherwise the Executive, shall provide for the duties, powers and responsibilities of the other Directors and officers of the Association.
95. No enumeration of duties to Officers of the Association shall be so construed as to limit the discretion of the Executive to make decisions concerning those duties.

Meetings of the Executive

96. The Executive shall ordinarily meet at least once every calendar month at any time and place the Executive determines.
97. The President or any two Directors may call any meeting of the Executive. No meeting of the Executive may be called without 24 hours notice to all Directors by post, email or telephone.
98. Business may not be transacted unless a quorum is present. The presence of a majority of the Directors currently holding office shall constitute a quorum at meetings of the Executive.
99. The President shall ordinarily hold the chair at all Executive meetings. The procedure to be followed at a meeting of the Executive must be determined from time to time by the Executive. The Directors present at the meeting may determine the order of business.
100. The meetings of the Executive may be conducted either in person or using any technology that allows members to clearly and simultaneously communicate with each other participating member.
101. A Director who is not physically present at an Executive meeting may participate in the meeting by the use of technology that allows that Director and the Directors present at the meeting to clearly and simultaneously communicate with each other. A Director participating in an Executive meeting in this way is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

102. The Executive may close its meeting to all but the Officers of the Association, or all but the Directors, as it thinks fit.

Decisions of the Executive

103. All decisions of the Executive shall be made by resolution:
- (1) All resolutions shall be agreed to only with the approval of a majority of the Directors currently holding office and entitled to vote at the time (as distinct from a majority of Directors present at the Executive meeting);
 - (2) If owing to vacant Directorships or recusals owing to a conflict of interest the Executive cannot approve a resolution, the resolution may only be determined by a general meeting of the members;
 - (3) Only Directors may vote; each Director shall have one vote but the President may exercise a casting vote if they are evenly divided.
104. A Director may vote by an absentee ballot lodged with the Secretary on any matter before the Executive, but a Director may not designate a proxy or otherwise delegate their vote to another person.
105. The Executive may approve resolutions either at a meeting or via circular resolution. A resolution approved by circular resolution has the same effect as a resolution approved at a valid, quorate Executive meeting. A circular resolution is made by the following procedure:
- (1) A Director circulates the precise text of the proposed resolution to each other Director by either pre-paid post or email,
 - (2) Each Director votes on the resolution by circulating their vote via email or pre-paid post to each other Director,
 - (3) The resolution is approved only with the assent of a majority of the total number of Directors given within five days of the circulation of the motion,
 - (4) If the resolution is approved, it shall be entered into the minutes of the next Executive meeting.

Committees within the Association

106. The Executive may establish committees to facilitate the work of the Association and shall appoint their membership, define their terms of reference, and determine their rules of procedure, including how committee meetings are called, the notice required for committee meetings, their quorum, their voting procedure, and their chair.
107. The Executive may delegate, in writing, to one or more 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-
- (1) this power of delegation;
 - (2) the Executive's powers and duties over financial matters (broadly defined);
 - (3) the Executive's power to appoint officers, employees, or fill casual vacancies;
 - (4) a function which is specifically imposed on the Executive by the Act, or any applicable law; and
 - (5) the Executive's exercise of the Association's powers as a Voting Member of UN Youth Australia, except as this Constitution otherwise provides.
108. Any delegation made by the Executive to a 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 the written delegation, and the Executive may continue to exercise any function delegated. The Executive may revoke the delegation wholly or in part at any time.

Cessation of Executive Office

109. An officer shall permanently cease to hold office if they:
- (1) resign in writing to the Executive; or
 - (2) die; or
 - (3) become bankrupt or compound with creditors or otherwise take advantage of the laws in force for the time being relating to bankruptcy; or
 - (4) are convicted of an offence under the Act; or
 - (5) are otherwise disqualified from office by the Act; or
 - (6) are absent from a number or sequence of meetings (defined by the Bylaws) of either the Executive or a committee, without permission from the Executive

110. The Executive may grant a Director a leave of absence from Executive meetings for a period not exceeding 3 months.
- (1) Such a leave shall be granted only on written request of the Director in question and have the effect of rendering the Directorship temporarily vacant for the duration of the leave granted.
 - (2) The Director granted leave shall resume their office upon the end of the leave of absence.
111. The Executive may not grant leave of absence retrospectively.

Removal of a Director or Officer

112. The members in a general meeting may, by resolution, for any reason, dismiss any Director, Officer, or the entire Executive. No resolution of dismissal shall be effective if the respondent(s) are not:
- (1) Given at least fourteen days notice of the pending resolution to dismiss them;
 - (2) 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
 - (3) Furnished with the latest copy of this Constitution.
113. Subject to this Constitution, if the Executive is of the opinion that an Officer or Director has acted in a manner prejudicial to the interests of the Association, the Executive may by resolution dismiss that member from their office or Directorship.
114. Action by the Executive to revoke a duty or responsibility of an officer or Director, without that officer's consent, shall be considered equivalent to a resolution or attempted resolution of the Executive to dismiss that officer and transacted under the provisions of the following sections.
115. A resolution of the Executive to dismiss an officer (hereafter "the respondent") does not take effect unless at a meeting held at least 14 days following notice to the respondent of the passage of the resolution to dismiss them, the Executive confirms the resolution. No individual resolution may dismiss more than one officer.

116. At a meeting of the Executive to confirm or revoke the initial resolution to dismiss the officer, the Executive must—
- (1) give the respondent, or their representative, an opportunity to be heard; and
 - (2) give due consideration to any written statement submitted by the respondent; and
 - (3) furnish the respondent with the latest copy of this Constitution; and
 - (4) determine by resolution approved by 75% of the total number of Directors (excluding the respondent, if applicable) whether to confirm or to revoke the resolution.
117. There is no appeal permitted to an officer dismissed by the Executive.
118. 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 a Director, in which case the members at that general meeting shall proceed immediately to elect a replacement.

Filling casual vacancies among the officers

119. The Executive shall fill any permanent casual vacancy among the officers of the Association (including all Directors) using the same procedure as they use to appoint an officer.
120. The Executive must fill any casual vacancy, permanent or temporary, in the office of the Treasurer within 7 days of the creation of the vacancy.
121. Any casual vacancies created by a temporary vacancy of a Directorship created by a leave of absence may be filled, or not filled, by the Executive as it thinks fit (except in the case of the Treasurer, as above); but such an appointment shall expire upon the rehabilitation of the suspended officer to the Executive.
122. If the casual vacancy is that of the President, a Director, excluding the Treasurer, Strategy and Partnerships Director and Communications Director, chosen by a majority of the Directors shall become Acting President and that Director's office 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 AGM.

CHAPTER V
FINANCIAL AND MANAGEMENT

Sources of funds and non-profit status

123. The sources of the funds of the Association shall be:
- (1) Fees paid for the provision of services in furtherance of the aims and objectives contained in the Statement of Purposes;
 - (2) Disbursements from UN Youth Australia and the UN Youth Australia Foundation;
 - (3) Sponsorship funds;
 - (4) Grants;
 - (5) Money derived from investments and savings;
 - (6) Donations; and
 - (7) Any other sources approved by the Executive.
124. The income and assets (including any surplus) of the Association must be applied solely towards the promotion of the Association's purposes. The Association must not distribute any surplus, income or assets directly or indirectly to its members. This rule does not prevent the Association from paying a member -
- (1) Reimbursement for expenses properly incurred by the member, or,
 - (2) For any goods or services provided by the member –
- if this is done in good faith on terms no more favourable than if the member was not a member.³

Signatories of Bank Accounts and Management of Funds

125. The Executive, in accordance with standard accounting practices and the provisions of this Constitution, shall manage the funds of the Association.
126. The Association shall spend no monies, except by appropriations made by the Executive.
127. 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.

³ Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

128. All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
129. The Association may only hold a cash float for the purpose of fundraising or the sale of merchandise at events. A cash float can be held for 5 working days before it must be deposited into the Association's bank accounts.
130. If required by the Act or other law, the members shall at the AGM 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.
131. The Treasurer and President must both be Administrators and Signatories of the Association bank accounts. The Bylaws shall also specify at least one, but a maximum of two, other Directors who shall be signatories of all Association bank accounts. The signatures of any two such Directors is required to draw or sign cheques or otherwise withdraw funds, including the making of an Electronic Funds Transfer (EFT) from any Association bank account.
132. Notwithstanding the above Rule, the Executive may authorise the Treasurer to issue up to four official Association debit cards to the bank signatories as set out above and in the Bylaws, provided such cards are linked to an account which transfers from other Association accounts can be made only with the authorisation of any two other Signatories.

Minutes of Meetings

133. The Executive must ensure that minutes are taken and kept of each general meeting. The minutes of each annual general meeting must include—
 - (1) the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
 - (2) the names of the members attending the meeting; and
 - (3) the financial statements submitted to the members in accordance with the Act; and
 - (4) the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (5) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

134. The Executive must ensure that minutes are taken and kept of each Executive meeting. The minutes must record the following—
- (1) the names of the members in attendance at the meeting;
 - (2) the business considered at the meeting;
 - (3) any resolution on which a vote is taken and the result of the vote;
 - (4) any material personal interest disclosed by a Director.
135. The Secretary must ensure full and accurate minutes of all resolutions and other proceedings of each Executive and general meeting are entered in the minute book of the Association. Verifying the minutes' accuracy, the chairperson of the meeting, or the chairperson of the next Executive meeting, and another Director, must sign the approved copy of the minutes of each Executive and general meeting.

Business and other records

136. The Association must keep financial records that—
- (1) correctly record and explain its transactions, financial position and performance; and
 - (2) enable financial statements to be prepared as required by the Act.
137. For each financial year, the Executive must ensure that the requirements under the Act relating to the financial statements of the Association are met. Those requirements include—
- (1) the preparation of the financial statements;
 - (2) if required, the review or auditing of the financial statements;
 - (3) the certification of the financial statements by the Executive;
 - (4) the submission of the financial statements to the annual general meeting of the Association;
 - (5) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.
138. Members may on request inspect free of charge—
- (1) the register of members;
 - (2) the minutes of general meetings;
 - (3) the financial records, books, securities and any other relevant document of the Association, including minutes of Executive meetings, except as this Constitution otherwise provides.

139. The Executive may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
140. A member may make a copy of any of the records of the Association to which they may request access and the Association may charge a reasonable fee for provision of a copy of such a record.
141. The Executive must on request make copies of this Constitution available to members and applicants for membership free of charge.
142. For purposes of this Constitution, “relevant documents” means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
 - (1) its membership records;
 - (2) its financial statements;
 - (3) its financial records;
 - (4) records and documents relating to transactions, dealings, business or property of the Association.
143. All relevant documents and minutes of all Executive and general meetings must be retained at the registered address of the Association for seven years following their creation. The Secretary shall have custody of these records.

Common Seal

144. The Association shall not have a common seal.

Winding-up of the Association

145. The Association may be wound up voluntarily by special resolution.
146. In the event that the Association is endorsed as a deductible gift recipient and the endorsement of the Association as a deductible gift recipient is revoked, the following shall be transferred to another organisation to which income tax deductible gifts can be made:
 - (1) any surplus gifts of money or property for the principal purpose of the organisation,
 - (2) any surplus contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and
 - (3) money received by the organisation because of such gifts and contributions.

147. In the event that the Association is endorsed as a deductible gift recipient and the Association is wound up or dissolved, any surplus assets remaining after the payment of the Association's liabilities shall be transferred to another association or organisation, nominated by special resolution of the members, with similar objects to which income tax deductible gifts can be made.
148. In the event that the Association is not endorsed as a deductible gift recipient at the time of its winding up or dissolution, any surplus assets remaining after the payment of the Association's liabilities shall be transferred to another organization, which:
- (1) is eligible under the Act for the distribution of surplus assets upon the Association's winding up, and
 - (2) has similar purposes to the Association, and
 - (3) is not carried on for the profit or gain of its individual members, and
 - (4) is specified by the Association by special resolution.