



**UN**  
**youth**  
australia

# CONSTITUTION

OF

# UN YOUTH QUEENSLAND

**INCORPORATED**

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# CHAPTER 1: PRELIMINARIES

## Interpretation

1. In this Constitution, unless inconsistent with context, subject matter, or law -
  - 1.1. the “Act” is the Associations Incorporation Act 1981 of the State of Queensland and any regulations made under the Act;
  - 1.2. the “Constitution” is this document, which constitutes the official Constitution and Rules of the Association under the Act;
  - 1.3. the “Statement of Objects” which precedes this constitution is the Statement of Objects and Statement of Purposes for the Association for the purposes of the Act;
  - 1.4. the “Association” is UN Youth Queensland Incorporated;
  - 1.5. “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;
  - 1.6. “National Council” is the National Council of UN Youth Australia and the “National Executive” fill the role of the Chief Portfolio Officers of UN Youth Australia, and a “National Director” serves on the Board of UN Youth Australia;
  - 1.7. the “Executive” is the management committee of the Association as understood in the Act;
  - 1.8. a “Director” is one of the members of the voting Executive; a “directorship” refers to the office of one of the Executive;
  - 1.9. an “Officer” is any person holding a position of responsibility in the Association, including all Directors of the Executive;
  - 1.10. each individual point of this Constitution shall be referred to as a “Rule” such that this Rule is Rule 1.10;

- 1.11. The “Bylaws” are the Bylaws of the Association
- 1.12. The “Federal Welfare Policy”, or “FWP” is the Federal Welfare Policy of UN Youth Australia, a Bylaw of UN Youth Australia that applies to the Association, its members and those that participate at its events
- 1.13. A word or expression that is not defined in this Constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.

## **Name, Purposes and Objects**

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

## **Status of this Constitution**

4. Subject to the Act and the laws of the land, this Constitution shall be the ultimate authority of the Association, and overrides conflicting decisions made by the Executive, or the members in a general meeting, or any regulation, external motion, or other directive.
5. 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.
6. 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.
7. This Constitution is supplemented by:
  - 7.1. the Bylaws of UN Youth Queensland which may, unless otherwise stated by this Constitution or the Bylaws themselves, be amended by resolution of the Executive;
  - 7.2. the Federal Welfare Policy of UN Youth Australia, which may only be amended by the Board of UN Youth Australia.

## **Powers and Functions of the Association**

8. Subject to the Act, the Association has the power to do all things incidental or conducive to achieve its purposes. Without limiting this provision, the Association may—
  - 8.1. acquire, hold and dispose of real or personal property;
  - 8.2. open and operate accounts with financial institutions;

- 8.3. invest its money in any security in which trust monies may lawfully be invested;
- 8.4. raise and borrow money on any terms and in any manner as it thinks fit;
- 8.5. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- 8.6. appoint agents to transact business on its behalf;
- 8.7. enter into any other contract it considers necessary or desirable.
9. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.
10. The Association shall use every effort to promote its objects and purposes in a manner that does not promote or oppose a political party or candidate for political office.

## **Relationships with other United Nations associations**

11. The Association shall, if possible, maintain Voting membership in UN Youth Australia and shall be bound by the Constitution of the same.
12. The Association is the youth partner of the United Nations Association of Queensland Inc., working closely together to advance the two organisations' shared mission of building the people's movement for the United Nations.
  - 12.1. the Association shall from time to time agree to memoranda of understanding with the United Nations Association of Queensland Inc., outlining this collaboration.
  - 12.2. such memoranda shall be subject to memoranda of understanding agreed to between UN Youth Australia and the Association.

## **Exercise of the Association’s Powers as a Voting Member of UN Youth Australia National**

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 to “signing” a resolution under the National Constitution, only by resolution of the Executive where such resolution:
  - 13.1. is recorded in writing; and
  - 13.2. is signed by at least two Directors; and
  - 13.3. is transmitted to UN Youth Australia in accordance with the National Constitution.
14. When the resolutions of UN Youth Australia provide for the Association to nominate one of its members to organise a UN Youth Australia event, such a person shall be nominated only by the members in a general meeting.
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:
  - 16.1. each Director is a National Councillor ex officio;.
  - 16.2. the Executive may appoint additional members of the Association

- as National Councillors and may revoke the appointment of additional National Councillors at any time other than during a general meeting of the members of UN Youth Australia;.
- 16.3. 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.
  - 16.4. 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;
  - 16.5. 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 -
- 17.1. 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 one other National Councillors;
  - 17.2. 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 Councillors give National their assent to that representation at the meeting; and
  - 17.3. 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:
  - 18.1. are a natural person; and
  - 18.2. reside in areas administered by the Association; and
  - 18.3. support the purposes of the Association; and
  - 18.4. are not older than 25 years of age and not younger than 16 years of age; and,
  - 18.5. are not currently in high school nor participating in any of the Association or UN Youth Australia's program as a delegate; and
  - 18.6. are eligible to obtain a blue card (working with Children Check), or are exempt from obtaining a Working with Children Check due to being under 18 years old; and
  - 18.7. they have not been:
    - 18.7.1. expelled from the Association without the expulsion being expunged by a resolution of the members; or
    - 18.7.2. removed from the Register of Members of UN Youth Australia by a resolution of the Voting Members of UN Youth Australia without being re-admitted following a resolution approved by the Voting Members of UN Youth Australia specifically rehabilitating them.
19. An eligible person who lodges a membership application form prescribed by the Executive in the Bylaws, 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 reject any membership application, based on their eligibility according to the criteria in Rule 18. In the consideration of a membership application:

- 20.1. The Executive must approve or reject an application no later than two weeks following that application's submission;
  - 20.2. The Executive must provide a reason to any applicant whose application is rejected, indicating the circumstances under which an application might be approved (if any);
  - 20.3. The Secretary must advise all membership applicants of the approval or rejection of their application as soon as is practicable after the decision of the Executive.
21. Applicants may appeal against the rejection of membership on the basis that they meet the criteria mentioned in their rejection. If they do so within two weeks of being notified of the rejection the Executive shall review their application. The decision made by the executive this time is final and can not be appealed.

## **Classes of Membership and Rights and Obligations of Members**

22. The different classes of membership shall be:
- 22.1. Ordinary Member
    - 22.1.1. without voting rights; and
    - 22.1.2. with voting rights; and
  - 22.2. Officers of the Association; and
  - 22.3. Directors of the Association.
23. There is no limitation to the number of members in either class.
24. The members in a general meeting may confer the title of "patron" or "life 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 the provisions of the Act.
25. "Ordinary Member without voting rights" shall be the default membership

- class, and members in this class have the right to:
- 25.1. attend General Meetings without a vote; and
  - 25.2. apply for and be considered for appointed to any position they are eligible for.
  - 25.3. to receive notice of general meetings, open positions and new appointments; and
  - 25.4. to have access to the minutes of general meetings and other documents of the Association.
26. An ordinary member shall automatically become a 'ordinary member with voting rights' if and only if they have attended at least three UN Youth events in the past twelve months.
- 26.1. the Bylaws shall define which events constitute "UN Youth events" for the purposes of this section;
  - 26.2. the Secretary shall be responsible for collecting attendance details from all UN Youth events;
  - 26.3. the Executive, with reference to attendance details kept by the Secretary, shall determine any dispute of the voting entitlement of any member.
27. Ordinary Members with voting rights have the right to:
- 27.1. to receive notice of general meetings, open positions and new appointments; and
  - 27.2. to apply and be considered for any positions they are eligible for; and
  - 27.3. to submit items of business for consideration at a general meeting; and
  - 27.4. to attend and be heard at general meetings; and
  - 27.5. to vote at a general meeting; and
  - 27.6. to have access to the minutes of general meetings and other documents of the Association.
28. All new members shall be given 12 months to become an "Ordinary Member with voting rights". If they fail to do so, or any "Ordinary Member with voting rights" fails to hold on to their voting rights by

attending at least 3 events every 12 months, the executive may remove the member from the register of member

- 28.1. If the executive opt to remove a member from the register, they must give notice at least one month prior to the removal which provides the member the opportunity to retain their membership. If the member chooses to retain their membership, they may not be removed from the register
29. Any Ordinary Member may become an Officer of the Association if elected or appointed to such a position. Officers of the Association have the same rights and obligations as Ordinary Members with voting rights and:
  - 29.1. the opportunity, if extended by the Executive, to attend Executive Meetings without a vote; and
  - 29.2. any right or responsibility given in their appointment, in Chapter IV of this Constitution or by the Act.
30. Only members of or above the age of 18 may be elected to the Management Committee and thereby become an Executive member for the duration of their program. Directors have the same rights as Ordinary Members with voting rights, and:
  - 30.1. the right to attend any and every event of UN Youth Queensland as a facilitator, without explicitly being appointed as such, as long as the Convenor agrees. If participation is competitive all Directors must apply to participate and shall be considered based on the same criteria as any other member;
  - 30.2. any rights and obligations given in their appointment, in Chapter IV of this Constitution or by the Act.
31. All Officers and Directors of the Association shall automatically return to being Ordinary Members at the end of their program as defined in Rule 83 and the Bylaws
32. All rights, privileges, and obligations of the Members of the Association are non transferable and terminates with a person's membership. The only exception is any debt the Member owe to the Association.

33. 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 the annual membership fee shall both be \$0.
34. 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 \$20, (as specified in the membership application).
35. The Association shall indemnify and keep indemnified any member or Officer of the Association against any loss, expense or liability they may incur in the bona fide performance of their duties as a member, Officer, Director or employee of the Association.

## **Retaining and Terminating Membership**

36. Members shall continue to hold membership in the Association unless and until:
  - 36.1. they die; or
  - 36.2. 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
  - 36.3. they are expelled from the Association; or
  - 36.4. they cease to be eligible for membership; or
  - 36.5. they fail to maintain voting rights and are therefore removed in accordance with clause 28;
  - 36.6. they resign their membership.
37. A member is taken to have resigned if –
  - 37.1. they give notice of their resignation in writing to the Secretary; or
  - 37.2. the Secretary has made a written request to the member to confirm that they wish to remain a member and the member has not, within 28 days after receiving that request, confirmed in writing that they

wish to remain a member.

38. The Secretary shall keep an online, up-to-date register of the members of the Association. The register shall include, but is not limited to, the member's:
  - 38.1. postal or residential address; and
  - 38.2. current membership class; and
  - 38.3. date of joining (and if applicable resigning from) the Association
39. Upon request, the Secretary shall give any member access to view and change their own information.

## **Disputes and Mediation**

40. The procedure under this Constitution to resolve disputes between a member and another member, or a member and the Association, shall be provided for in the Bylaws.

## **Expulsion**

41. Subject to this Constitution, the Executive may, by resolution, expel a Member from the Association if the Member has:
  - 41.1. refused or neglected to comply with this Constitution or the Bylaws; or
  - 41.2. been guilty of conduct unbecoming a member or prejudicial to the interests of the Association; or
  - 41.3. been subject to a ban on participation in UN Youth Australia activities;
42. A resolution of the Executive to expel a member (hereafter "respondent") does not take effect unless –
  - 42.1. the Executive confirms the resolution at a meeting held at least 14 days following notice to the respondent of the passage of the

- resolution to expel them; and
- 42.2. in the case that the respondent exercise their right of appeal to the members in a general meeting, the members in a general meeting confirm the resolution in accordance with this constitution.
43. At a meeting of the Executive to confirm or revoke the initial resolution to expel the respondent, the Executive must—
- 43.1. give the respondent, or their representative, an opportunity to be heard; and
- 43.2. give due consideration to any written statement submitted by the respondent; and
- 43.3. furnish the respondent with the latest copy of this Constitution, the Federal Welfare Policy and the Bylaws; and
- 43.4. determine by resolution whether to confirm or to revoke the resolution.
44. If the Executive confirms the resolution, the respondent may, not later than 48 hours after receiving this confirmation, notify the Secretary that they wish to appeal to the members in general meeting against the resolution.
45. If the Secretary receives this notice, they must notify the Executive and the Executive must convene a general meeting, between 21 and 45 days after the date the Secretary received the notice, to confirm or revoke the expulsion by special resolution.
46. At a general meeting of the Association convened to consider the expulsion —
- 46.1. no business other than the question of the appeal may be conducted; and
- 46.2. the Executive may place before the meeting details of the grounds for the resolution and the reasons for passing the resolution; and
- 46.3. the member, or their representative, must be given an opportunity to be heard; and
- 46.4. the members present must vote by secret ballot to decide whether the resolution should be confirmed or revoked.



# **CHAPTER III: GENERAL MEETINGS OF THE MEMBERS**

## **Powers of the Members in a General Meeting**

47. 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.
48. 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.
49. The members may not delegate to any other body any power vested in them by this Constitution, except as this Constitution otherwise provides.

## **Different General Meetings**

50. At least every second calendar month there shall be held either a General Meeting, Special General Meeting or Annual General meeting.
51. The business of General Meetings shall be:
  - 51.1. to confirm the minutes of the last preceding general meeting; and
  - 51.2. to receive and consider any statements or accounts submitted by the Association in accordance with the Act; and
  - 51.3. to elect new Officers of the Association; and
  - 51.4. to receive reports, written and oral, from Officers of the Association; and
  - 51.5. to consider any other business required by the Act or which may

properly be brought before the meeting.

52. The business of Special General Meetings shall be:
  - 52.1. the same as General Meetings; and
  - 52.2. to considering Amendments to this Constitution and Bylaws that have already been passed by the resolution of the Members.
53. The business of the Annual General Meeting shall be:
  - 53.1. the same as for Special General Meetings; and
  - 53.2. Elect Directors of the Executive.

## Calling of General Meetings

54. 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.
55. Special General Meetings shall be called:
  - 55.1. by the Executive, at their discretion; or
  - 55.2. on the requisition in writing of at least 10 members entitled to vote;, or,
  - 55.3. by a resolution of the members, approved at a General Meeting.
56. A requisition for a special general meeting must be deposited at the registered address of the Association or sent via email to the Association's Secretary and President. It must state the objects of the meeting and be signed by the requisitionists. It may consist of several documents, each signed by one or more of the requisitionists.
57. If the Executive does hold a special general meeting within 30 days from the day on which a requisition is deposited at the office of the Association, the requisitionists may convene the meeting within 3 months from the day of the deposit of the requisition. The Executive must then provide the requisitionists with contact information to all members, so that a meeting may be validly convened.

58. 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—
  - 58.1. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - 58.2. at least 14 days' notice of a general meeting in any other case.
59. Notice of a general meeting must—
  - 59.1. specify the date, time and place of the meeting; and
  - 59.2. indicate the general nature of each item of business to be considered at the meeting; and
  - 59.3. if a special resolution is to be proposed—
    - 59.3.1. state in full the proposed resolution; and
    - 59.3.2. state the intention to propose the resolution as a special resolution; and
  - 59.4. be sent via either pre-paid post or electronically to the last known address of each member.
60. 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**

61. The business of the AGM shall be to:
  - 61.1. Confirm the minutes of the last preceding annual general meeting; and to receive and consider—
    - 61.1.1. the annual report of the Executive on the activities of the Association during the preceding financial year; and
    - 61.1.2. the financial statements of the Association for the preceding financial year submitted by the Executive in accordance with Part 7 of the Act; and
  - 61.2. Elect Directors of the Executive; and

- 61.3. Consider any other business required by the Act or which may properly be brought before the meeting.

## **Conduct and Procedure at General Meetings**

62. Quorum for a general meeting shall be 11 members entitled to vote, at least 6 of whom are not Directors. 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.
63. A general meeting may be held using any technology that reasonably allows members to hear and take part in discussions as they happen.
64. All members of the Association have the right to attend 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.
65. 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 numbers to the Chair.
66. 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.
67. 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.
68. 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**

69. Each member entitled to vote shall have one vote except the chairperson, who shall have a second or casting vote in the event of an equality of votes. Members who are not entitled to vote may not vote in a general meeting.
70. No member may delegate their vote to any other person (or “proxy vote”), nor cast a vote on behalf of anyone but themselves.
71. Members may vote by absentee ballot on any resolution, by lodging their vote with the President and the Secretary prior to the general meeting.
72. All decisions of a general meeting shall be by resolution; all resolutions shall be either ordinary resolutions or special resolutions:
  - 72.1. An ordinary resolution is approved with the concurrence of a majority of members present and voting; and,
  - 72.2. A special resolution is approved with the concurrence of 75% of the members present and voting.
    - 72.2.1. Only questions specified in this Constitution or the Act as requiring a special resolution shall be considered matters for a special resolution.
    - 72.2.2. No special resolution may be approved without 21 days notice of the resolution communicated to each member electronically or by pre-paid post to the last known address of each member.
73. No resolution may be voted on by means of a postal ballot.
74. A question arising at a general meeting is to be determined on a show of hands, unless a poll is demanded by at least 5 members entitled to vote present. If a poll is demanded, the poll will be taken immediately (in the form of a secret ballot) and the result of the poll shall be taken to be the resolution of the meeting on that question.

75. If a question arising at a general meeting of the Association is determined on a show of hands, and a poll is not demanded, 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 IV: THE EXECUTIVE COMMITTEE**

## **Names and Powers**

76. The Executive, subject to the Act, this Constitution, and the Bylaws:
- 76.1. controls and manages the affairs of the Association; and
  - 76.2. has the power to exercise all powers and functions of the Association, and may perform all acts and do all things that appear 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 another body.
77. 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. Such Branches may include a special branch for members of the Association affiliated with particular institutions of higher education within Queensland.
78. The Executive shall create and revise Bylaws to provide for:
- 78.1. a comprehensive participant and member welfare policy,
  - 78.2. matters stipulated in this Constitution as matters for the Bylaws, and
  - 78.3. 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**

79. The Executive shall consist of the Directors of the Association, which

shall be limited to the following:

- 79.1. One President;
  - 79.2. One Secretary;
  - 79.3. One Treasurer;
  - 79.4. At least one additional Director elected at the Annual General Meeting, the precise number, portfolios, and titles of whom shall be specified in Bylaws which shall be made or amended by a resolution of the members in a general meeting or by an affirmative vote by the Director's of the Association in an Executive Meeting.
80. The other Officers of the Association must be members of the Association and shall include:
- 80.1. The Immediate Past President, who shall always be the person who most recently held the office of President;
  - 80.2. Any National Director of UN Youth Australia residing in Queensland;
  - 80.3. Any officer provided by the Bylaws, which shall specify whether the officer is elected by the members or appointed by the Executive; and,
  - 80.4. Any person appointed to a position of responsibility created by the Executive.

## **Eligibility and Election of Directors**

81. All Directors ordinarily hold office for 12 months. At each AGM, the Chair of the meeting shall declare all Directorships vacant and the Directors for the following calendar year shall be elected by resolution of the members:
- 81.1. all Directors hold office, barring removal from office in accordance with this Constitution, until the 1<sup>st</sup> of January following the election of new Directors at the AGM;

- 81.2. the members may, by special resolution exempt up to two Directorships from this rule 82-82.1. Such a Directorship shall nonetheless be elected by the members entitled to vote as follows:
- 81.2.1. the Executive shall call a special general meeting not more than 18 months following the assumption by that Director of their office;
- 81.2.2. 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;.
- 81.3. the Executive may extend *ex officio* duties to any retiring Director for a period not exceeding 2 months. Such duties shall give the retired director the right to attend any meeting of the Executive and access the same information as when they were a Director, but shall not give them rights to vote or make decisions on behalf of the Association.
82. Unless they are removed from office in accordance with this Constitution, all Officers other than Directors hold office until they deliver their final report at the end of their program. More details on this shall be found in the Bylaws.
83. Only a member may be elected a Director, and no person shall hold more than one Directorship, nor shall two (2) or more people hold the same Directorship, but a Director or Member may hold any number of Officer positions that are not Directorships. All Directors and Officers are eligible for re-election.
84. 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.
85. The electoral procedure at general meetings shall be provided in Bylaws not inconsistent with the following:
- 85.1. any Bylaw pertaining to an electoral matter shall take effect three

- weeks following its approval;
- 85.2. all positions open to election must be voted for by secret ballot; no one may be elected without a ballot;
  - 85.3. all members shall have equal voting strength (except the President in the exercise of their tie-breaking vote);
  - 85.4. 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);
  - 85.5. “Re-Open Nominations”, or “RON”, is a candidate in all elections. Should RON win an election, the position will be considered vacant and nominations reopened. The position shall then be filled in accordance with the provisions of this constitution relating to casual vacancies;
  - 85.6. the candidates for each election shall, at the General Meeting, mutually agree upon a single scrutineer from the members present. The scrutineer shall witness the entirety of the counting of votes, including absentee votes, for that position’s election. If candidates cannot decide upon a scrutineer, the Returning Officer shall appoint one from the members present at that General Meeting.
86. 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 preferences for candidates to be invoked should the first preference candidate be eliminated as a consequence of the electoral procedure.

## **Appointments made by the Executive**

87. All appointments of any persons to positions or offices made by the Executive shall proceed according to a procedure determined by the Executive not inconsistent with the following:
  - 87.1. all members must have an opportunity to submit applications for

- the position;
- 87.2. notice of the vacancy must be made available to all members at least 6 days before the close of applications; and,
- 87.3. the executive must make the appointment public within 7 days of making it;
- 87.4. the Executive need not obey the requirements of sub-rules (1), (2), and (3) of this Rule when appointing general facilitators, members of committees, or filling temporary casual vacancies in an office, or filling permanent casual vacancies where the term of that office next expires within two months of the creation of the vacancy.

## **Duties of all Directors**

88. The Executive is collectively responsible for ensuring that the Association complies with the Act and must lead by example by following, and promoting, the contents of this Constitution, the Bylaws and the Federal Welfare Policy.
89. Directors must exercise their powers and discharge their duties:
- 89.1. with reasonable care and diligence; and
- 89.2. in good faith in the best interests of the Association; and
- 89.3. for a proper purpose.
90. 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—
- 90.1. that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- 90.2. that the member has in common with all, or a substantial proportion of, the members of the Association.
91. 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.

92. 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**

93. The President may make decisions on behalf of the Executive if and only if:
- 93.1. 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,
  - 93.2. the decision does not involve the appropriation or expenditure of money, or any other financial matter whatsoever; and,
  - 93.3. such decisions are ratified by the Executive at its next meeting.
94. The Secretary shall, in addition to their other duties, be the Secretary of the Association, and accordingly have all duties and powers granted to that officer by the Act.
95. The Treasurer shall, in addition to their other duties:
- 95.1. be the Treasurer of the Association, and accordingly have all duties and powers granted to those officers by the Act; and
  - 95.2. keep such accounting records as correctly record and explain the financial transactions and financial position of the Association as will enable true and fair accounts of the Association to be conveniently and properly audited; and
  - 95.3. submit to members at each annual general meeting of the Association, and to UN Youth Australia as the Members of UN Youth Australia so resolve, accounts of the Association showing the financial position of the Association at the end of the

immediately preceding financial year.

96. The Bylaws, or otherwise the Executive, shall provide for the duties, powers and responsibilities of the other Directors and Officers of the Association.
97. 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**

98. The Executive shall ordinarily meet at least twice every calendar month at any time and place the Executive determines.
99. 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 email or telephone.
100. 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;
  - 100.1. in the event that one or more Director(s) have to recuse themselves because of a conflict of interests the meeting may continue, even if a quorum is not present, but any decision made must be confirmed by a Circular Resolution within 48 hours of the meeting's adjournment.
101. 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.
102. 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.
103. 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.

## **Decisions of the Executive**

104. All decisions of the Executive shall be made by resolution:
  - 104.1. all resolutions shall be agreed to only with the approval of a majority of the Directors currently holding office (as distinct from a majority of Directors present at the Executive meeting);
  - 104.2. only Directors may vote; each Director shall have one vote but the President may exercise a casting vote if they are evenly divided.
105. A Director may vote by 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.
106. 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:
  - 106.1. a Director circulates the precise text of the proposed resolution to each other Director by either pre-paid post or email,;
  - 106.2. each Director votes on the resolution by circulating their vote via email or pre-paid post to all other Directors,;
  - 106.3. the resolution is approved only with the assent of a majority of the total number of Directors in office and entitled to vote at the time of the circulation of the resolution given within 48 hours of the circulation of the motion;
  - 106.4. if the resolution is approved, it shall be entered into the minutes of the next Executive meeting;

- 106.5. any Director who has not voted within 48 hours of the circulation of the resolution is taken to have abstained from voting.
- 107. Directors must declare all potential conflicts of interest at the beginning of a meeting or when responding to a circular motion. If the rest of the Executive shall then decide which measures, such as recusing themselves from the meeting or abstaining from voting, the Director must take to alleviate the conflict. Conflicts of interest include, but are not limited to:
  - 107.1. material or financial interests; and
  - 107.2. connection to other organizations; and
  - 107.3. personal relations.
- 108. 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.

## **Committees within the Association**

- 109. The Executive may establish committees to facilitate the work of the Association The Executive shall be responsible for appointing their membership, defining their terms of reference and determining their rules of procedure, including how committee meetings are called, the notice required their quorum, their voting procedure, and their chair.
- 110. The Executive may delegate, in writing, to one or more committees any function of the Executive other than-
  - 110.1. this power of delegation;
  - 110.2. the Executive's powers and duties over financial matters (broadly defined);
  - 110.3. the Executive's power to appoint officers, employees and fill casual vacancies;
  - 110.4. a function which is specifically imposed on the Executive by the Act, or any applicable law; or
  - 110.5. the Executive's exercise of the Association's power as a Voting

Member of UN Youth Australia, except as this Constitution otherwise provides.

111. All committees shall be subject to the conditions and limitations established by the Executive and must only use their delegated powers for their specific functions in the time and circumstances set out by the Executive in the written delegation. The Executive may continue to exercise any function delegated and may, at any time, revoke the delegated powers in whole or in part.

## **Cessation of Office**

112. An officer shall permanently cease to hold office if they:
- 112.1. resign in writing to the Executive; or
  - 112.2. die; or
  - 112.3. become bankrupt or compound with creditors or otherwise take advantage of the laws in force for the time being relating to bankruptcy; or
  - 112.4. are convicted of an offence under the Act; or
  - 112.5. are otherwise disqualified from office by the Act; or,
  - 112.6. 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.
113. The Executive may grant a Director a leave of absence from Executive meetings for a period not exceeding 3 months.
- 113.1. 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;.
  - 113.2. the Director shall resume their office upon the end of the leave of absence.
114. The Executive may not grant leave of absence retrospectively.

## Removal of a Director or Officer

115. The members in a general meeting may, by resolution, for any reason, dismiss any Officer of the Association, including Directors or the entire Executive. No resolution of dismissal shall be effective if the respondent(s) are not:
- 115.1. given at least fourteen days notice of the pending resolution to dismiss them; and
  - 115.2. 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,
  - 115.3. furnished with the latest copy of this Constitution.
116. Subject to this Constitution, if the Executive is of the opinion that an Officer has acted in a manner prejudicial to the interests of the Association, the Executive may by resolution dismiss that member from their office.
117. 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. There is no appeal permitted to an officer dismissed by the Executive.
118. At a meeting of the Executive to confirm or revoke the initial resolution to dismiss the Officer, the Executive must—
- 118.1. give the respondent, or their representative, an opportunity to be heard; and
  - 118.2. give due consideration to any written statement submitted by the respondent; and,
  - 118.3. furnish the respondent with the latest copy of this Constitution; and,
  - 118.4. determine by resolution approved by 75% of the total number of

Directors in office and entitled to vote whether to confirm or to revoke the resolution.

119. 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**

120. 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.
121. The Executive must fill any casual vacancy, permanent or temporary, in the office of the Treasurer or Secretary within 7 days of the creation of the vacancy.
122. 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 or Secretary); but such an appointment shall expire upon the return of the ordinary officer to the Executive.
123. If the casual vacancy is that of the President, a Director designated in the Bylaws shall become Acting President, and the office of that Director 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 their removal from office in accordance with the Constitution.

# **CHAPTER V: FINANCIAL AND MANAGEMENT**

## **Financial Year**

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

## **Sources of Funds and Non-Profit Status**

125. The sources of the funds of the Association shall be:

125.1. fees paid for the provision of services in furtherance of the aims and objectives contained in the Statement of Purposes; and

125.2. disbursements from UN Youth Australia and the UN Youth Australia Foundation; and

125.3. sponsorship funds; and

125.4. grants; and

125.5. money derived from investments and savings; and

125.6. donations; and,

125.7. any other sources approved by the Executive.

126. 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 -

126.1. reimbursement for expenses properly incurred by the member;, or,

126.2. 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.

## **Signatories of Bank Accounts and Management of Funds**

127. The Executive, 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.
128. 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.
129. The President and the Treasurer must both be signatories of all Association bank accounts, in addition to any other Directors contained within the Bylaws, with two signatories of either the President or the Treasurer and any Director required to draw or sign cheques or otherwise withdraw funds from any Association bank account.
130. Notwithstanding the above Rule, the Executive may authorise any Director with bank authorisation to make use of an official Association debit card, provided such a card is linked to an account to which transfers from other Association accounts can be made only with the authorisation of any two other Directors.

## **Business and Other Records**

131. All records of the association, including this Constitution, the Bylaws, trust documents, instruments of title, financial records, securities, minutes of general meetings, and all certifications and transmissions communicated in accordance with the Act, shall be:

- 131.1. kept at the registered address of the Association for not less than seven years after their composition;
  - 131.2. laid before the members at the Annual General Meeting; and,
  - 131.3. made available for inspection by a member at any other time, on such conditions as imposed by the Executive.
132. 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. The Minutes must be verified by the signature of the Chairperson and the Secretary of the respective meeting.

## **Common Seal**

133. 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.
134. The Common Seal shall only be affixed to a document by authority of a resolution of the Executive. The affixing of the common seal shall only be of effect when two Directors sign it.

## **Winding-up of the Association**

135. The Association may be wound up voluntarily by special resolution.
136. 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:
- 136.1. any surplus gifts of money or property for the principal purpose of the organisation; and
  - 136.2. any surplus contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation,

and money received by the organisation because of such gifts and contributions.

137. 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.

138. 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 organisation, which:

138.1. is eligible under the Act for the distribution of surplus assets upon the Association's winding up;, and,

138.2. has similar purposes to the Association;, and,

138.3. is not carried on for the profit or gain of its individual members;,  
and

138.4. is specified by the Association by special resolution.