



United
Nations
Association
of Australia
WA Division

**CONSTITUTION
OF THE
UNITED NATIONS ASSOCIATION
OF AUSTRALIA
(WA DIVISION) INC**

Updated as at February 22, 2017

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CONSTITUTION OF THE UNITED NATIONS ASSOCIATION OF AUSTRALIA (WA DIVISION) INC

1 Name

The name of the Association is "The United Nations Association of Australia (WA Division) Inc."

2 Objects

The Association's objects

- (1) The objects of the Association are:
 - (a) to assist and support the United Nations and its agencies;
 - (b) to foster mutual understanding, goodwill, co-operation and fair dealing among people and nations;
 - (c) to promote recognition of the United Nations and in particular, but without limitation, its role as a guardian of human rights, the main organ of co-operation between nations, the conciliator of differences and the principal instrument for promoting and safeguarding the peace of the world;
 - (d) to promote among the people of Australia knowledge of the United Nations and its agencies and an adequate understanding of Australia's rights and duties as a member of the United Nations;
 - (e) to assist Australian governments at the Commonwealth, State, Territory and local government levels and the WFUNA in the

gathering of information required by the United Nations or its agencies;

- (f) to consult with Australian governments at the Commonwealth, State, Territory and local government levels on all matters arising from or associated with the work of the United Nations and its agencies;
- (g) to assist, and to facilitate cooperation between, natural and legal persons interested in overseas relief and rehabilitation or other matters relevant to the work of the United Nations or its agencies, including the organisation of public appeals and the raising of money;
- (h) to receive real or personal property of any kind whatsoever including, but without limitation, money or in kind contributions, from any natural or legal person for any purpose directly or indirectly relevant to the objects of the Association;
- (i) to serve as a medium of communication between non-governmental organisations and the United Nations or its agencies;
- (j) to provide a means for members of the Association to bring matters to the attention of the United Nations through the Federal Executive or the WFUNA.

Association's property and income only to be used for promoting the objects

- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association set out in clause 2(1) and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects.

3 Membership

Eligibility to apply for membership

- (1) Any natural or legal person who accepts the objects of the Association set out in clause 2(1) may apply to the Executive Committee to become an ordinary member or an organisational member of the Association respectively.

Ordinary membership

- (2) A natural person whose application is accepted by the Executive Committee will become an ordinary member of the Association on paying the membership fee prescribed by the resolution of an Annual General Meeting that is relevant to the natural person.

Organisational membership

- (3) A legal person whose application is accepted by the Executive Committee will become an organisational member of the Association on paying the membership fee prescribed by resolution of an Annual General Meeting that is relevant to the legal person.

Duration of ordinary and organisational membership

- (4) Subject to clause 3(9), (10) and (11):
 - (a) an ordinary membership or organisational membership of the Association expires on the day one year after the day the membership fee is paid unless the member resigns, dies or is dissolved before the membership expires, in which case the membership terminates on the day on which the members resigns, dies or is dissolved and cannot be renewed;
 - (b) on the expiry of an ordinary membership or organisational membership, an ordinary member or organisational member of the Association may renew his, her or its membership by paying the membership fee prescribed by resolution of an Annual General Meeting that is relevant to the member; and
 - (c) on payment of the membership fee referred to in clause 3(4)(b) being received and accepted by the Association, the member's membership will be deemed to have been renewed from the day on which the person's membership had expired,

except that the member's voting rights will only recommence on and from the date that the member's membership fee is accepted by the Association.

Appointment to life membership

- (5) The Executive Committee may, by resolution, appoint a natural person to be a life member of the Association for outstanding service to the Association, the United Nations or its agencies. Subject to clause 3(6), life members enjoy the same rights and are subject to the same obligations as ordinary members and any reference to ordinary members in this Constitution will be construed to include life members, unless the context otherwise requires.

Duration of life membership

- (6) Subject to clause 3(9), a life membership expires on the death of the life member unless the life member resigns before the life membership expires, in which case the life membership terminates on the day on which the life member resigns.

Membership can be neither assigned nor transferred

- (7) Membership in the Association is personal to the member and may not be assigned or transferred.

Resignation of membership

- (8) Any member resigning his, her or its membership of the Association must do so by notice in writing to the Executive Committee.

Executive Committee may terminate or refuse to renew membership

- (9) The Executive Committee may, by resolution carried by a majority of at least two-thirds of the members of the Executive Committee eligible to vote on the resolution:
 - (a) terminate the membership of an ordinary member, an organisational member or a life member; or

(b) refuse to renew the membership of an ordinary member or organisational member by returning the payment required by clause 3(4)(b) to the person applying for membership renewal, provided that:

(c) the Executive Committee must provide to the person concerned within seven days of the date of the resolution:

(i) written reasons for the resolution; and

(ii) written advice of the person's rights to apply in writing to the Executive Committee for the resolution to be reviewed by a Special General Meeting within thirtyfive days of the date of the resolution; and

(d) the person concerned may apply in writing to the Executive Committee for the resolution to be reviewed by a Special General Meeting within thirty-five days of the date of the resolution.

Application for review of resolution to terminate or refuse to renew membership

(10) If a person applies in writing to the Executive Committee under clause 3(9)(d) for a resolution to be reviewed by a Special General Meeting within thirty-five days of the date of the resolution, the Executive Committee must call a Special General Meeting to review the resolution. The Special General Meeting must be held at least sixteen days and no more than twenty eight days after the day on which the person's application in writing is received by the Executive Committee. Until the Special General Meeting reviews the resolution under clause 3(11), the resolution of the Executive Committee under clause 3(9) is suspended and the person will remain a member of the Association and enjoys all the rights and is subject to all the obligations associated with membership.

Review of resolution to terminate or refuse to renew membership.

(11) A Special General Meeting called under clause 3(10) must deal only with the application in writing for review of the resolution, provided that a Special General Meeting may review more than one such application if clause 3(10) can be compiled with in respect of each application. After

hearing the reasons for the resolution and any arguments for and against the resolution, the Special General Meeting must vote on the motion "that the resolution of the Executive Committee be endorsed" in respect of each application. If the motion is carried, the membership of the person who applied for review of the Executive Committee's resolution is terminated. If the motion is not carried, the Executive Committee's resolution is of no effect and the membership of the person who applied for review of the Executive Committee's resolution continues or is renewed on paying the membership fee prescribed by resolution of an Annual General Meeting that is relevant to the person, as the case may be.

Membership fees to be prescribed by Annual General Meeting

- (12) At each Annual General Meeting, the membership fees payable until the next Annual General Meeting must be prescribed by resolution, provided that:
- (a) The Annual General Meeting may prescribe different membership fees for:
 - (i) ordinary members and organisational members;
 - (ii) different classes of ordinary members, as defined by the Annual General Meeting's resolution prescribing membership fees; or
 - (iii) different classes of organisational members, as defined by the Annual General Meeting's resolution prescribing membership fees; and
 - (b) if an Annual General Meeting fails to consider a resolution to prescribe membership fees or fails to pass such a resolution, the Annual General Meeting will be deemed to have resolved to leave existing membership fees unchanged.

Rights of persons who have not renewed their membership

- (13) Subject to clause 3(10), if a person's membership expires under clause 3(4)(a), that person will have no rights or obligations as a member of the Association, except the right to apply to renew his, her or its membership

within one year of its expiry, until the person's membership is renewed in accordance with clause 3(4)(c).

Register of members to be kept and maintained.

- (14) The Executive Committee must keep and maintain in an up to date condition a register of the members of the Association and their postal or residential addresses. Upon the request of a member of the Association, the Executive Committee must make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

4 The Executive Committee

Membership of the Executive Committee

- (1) The Executive Committee will be constituted by:
- (a) the Office Bearers *ex officio*;
 - (b) six ordinary members elected to the Executive Committee by the ordinary members for a term ending at the next following Annual General Meeting;
 - (c) six delegates elected to the Executive Committee by the organisational members for a term ending at the next following Annual General Meeting; and
 - (d) the immediate past President.

Function and powers of the Executive Committee

- (2) (a) The Executive Committee will have the management of the Association and, subject to any resolution passed by a General Meeting, a Special General Meeting or an Annual General Meeting that is still in force, may exercise any or all of the powers of the Association.
- (b) The Executive Committee may also, but without limiting it's

function or powers under clause 2(a):

- (i) delegate its function or powers to any ordinary member of the Association on such terms as it sees fit, provided that:
 - (A) the delegation must be in writing;
 - (B) the delegation may be revoked or varied at any time at the Executive Committee's absolute discretion; and
 - (C) the Executive Committee may exercise any function or power despite any delegation of that function or power and, if there is any inconsistency between the exercise of a function or power by the Executive Committee's exercise of the function or power will prevail and the delegate's exercise of the function or power will be void to the extent of inconsistency.
- (ii) co-opt up to six additional members, who will have all the powers and obligations of ordinary members of the Executive Committee;
- (iii) appoint representatives, make recommendations and do anything else that is entitled to do under or in accordance with the Constitution of the United Nations Association of Australia (WA Division) Inc.; and
- (iv) appoint standing or *ad hoc* committees, provided that:
 - (A) the President will be a member *ex officio* of all committees;
 - (B) the Executive Committee will appoint and may dismiss and replace a Convener for each committee;
 - (C) the Convener will appoint and dismiss members of the committee;

- (D) subject to this Constitution, to any resolution passed by a General Meeting, a Special General Meeting or an Annual General Meeting that is still in force and to any decision of the Executive Committee, each committee may regulate its own affairs as it sees fit; and
- (E) each committee will consider such matters as are within the terms of reference established for it by the Executive Committee and will report to the Executive Committee, but will not make any public statement or take any public action without express authorisation by the President or the Executive Committee.

Procedure

- (3) Subject to this Constitution and any resolution passed by an Annual General Meeting, a General Meeting or Special General Meeting that is in force, the Executive Committee may regulate its own affairs as it sees fit, provided that:
 - (a) decisions of the Executive Committee will be by a simple majority on a show of hands by those present and entitled to vote at the meeting, with each member of the Executive Committee having one deliberative vote;
 - (b) if the votes are equal, the person chairing the meeting will have the casting vote;
 - (c) if requested to do so in writing by at least six members of the Executive Committee, the President must arrange for a meeting of the Executive Committee to be held within fourteen days of receiving the request; and
 - (d) the Executive Committee must meet within three months of its previous meeting.

Vacancies

- (4) If a member of the Executive Committee:

- (a) dies;
- (b) resigns from the Executive Committee or the Association;
- (c) becomes permanently incapable of performing the functions of a member of the Executive Committee;
- (d) fails to attend three consecutive meetings of the Executive Committee without the leave of the Executive Committee, which leave will be deemed to have been given in respect of a meeting by the Executive Committee accepting the member's apology for not attending the meeting; or
- (e) is removed from the Executive Committee by resolution of a General Meeting,

the member's position on the Executive Committee and, if the member is an Office Bearer, the member's office will fall vacant and the Executive Committee may appoint a person eligible to hold the vacant position or office to fill the vacancy.

Term of office of members of the Executive Committee

- (5) The term of office of each member of the Executive Committee, including each Office Bearer, commences on his or her election under clause 6 and ends when another person is elected in the member's place or the member is re-elected under clause 6 or the member's place on the Executive Committee falls vacant under clause 4(4), whichever occurs first.

Consecutive terms permitted, with exceptions

- (6) No member of the Association is prohibited from being elected as a member of the Executive Committee, including as an Office Bearer, merely because the member of the Association has previously held that position or office, save that:
 - (a) for the office of President the maximum consecutive terms of office is three, unless a resolution is passed at an Annual

General Meeting to extend the maximum term by another year; and

- (b) for either office of Vice-President, the maximum number of consecutive terms of office is five.

5 Office Bearers

Five elected offices

- (1) There will be five elected offices in the Association, namely:
 - (a) the President
 - (b) the Vice-President representing ordinary members;
 - (c) the Vice-President representing organisational members;
 - (d) the Honorary Secretary; and
 - (e) the Honorary Treasurer.

Functions of the President

- (2) The functions of the President are to:
 - (a) preside at the Executive Committee meetings, Annual General Meetings, General Meetings and Special General Meetings;
 - (b) present the views of the Association to the media and to the public generally;
 - (c) represent the Association in public;
 - (d) perform such other functions as are assigned to him or her by this Constitution, the Executive Committee, an Annual General Meeting, a General Meeting or a Special General Meeting.

Functions of the Vice-President representing ordinary members

- (3) The functions of the Vice President representing ordinary members are to:
- (a) represent the views of ordinary members within the Association;
 - (b) perform the functions of the President if the President is unable to perform his or her functions; and
 - (c) perform such other functions as are assigned to him or her by this Constitution, the Executive Committee, an Annual General Meeting, a General Meeting or a Special General Meeting.

Functions of the Vice-President representing organisational members

- (4) The functions of the Vice President representing organisational members are to:
- (a) represent the views of organisational members within the Association;
 - (b) perform the functions of the President if the President and the Vice President representing ordinary members are both unable to perform the functions of the President; and
 - (c) perform such other functions as are assigned to him or her by this Constitution, the Executive Committee, an Annual General Meeting, a General Meeting or a Special General Meeting.

Functions of the Honorary Secretary

- (5) The functions of the Honorary Secretary are to:
- (a) make and retain the minutes of meetings of the Executive Committee, Annual General Meetings, General Meetings and Special General Meetings;
 - (b) have custody of and maintain the Association's records, books, documents and securities except to the extent that this Constitution, the Executive Committee, an Annual General Meeting, a General Meeting or a Special General Meeting directs that another person is to have custody of any or all of the Association's records; books, documents and securities;

- (c) initiate and respond to all correspondence; and
- (d) perform such other functions as are assigned to him or her by this Constitution, the Executive Committee, an Annual General Meeting, a General Meeting or a Special General Meeting.

Functions of the Honorary Treasurer

- (6) The functions of the Honorary Treasurer are to:
 - (a) maintain the Association's financial records; and
 - (b) perform such other functions as are assigned to him or her by this Constitution, the Executive Committee, an Annual General Meeting, a General Meeting or a Special General Meeting.

6 Elections

Nominations

- (1) (a) Nominations for Office Bearers and other positions on the Executive Committee shall be called no later than the first day of June each year and will be declared closed in respect of any given office or position after an opportunity has been given at the Annual General Meeting for nominations to be made from the floor for election to that office or position.
- (b) Subject to clause 6(1)(c), all nominations must be in writing and signed by the person nominated and by a nominator. If a person is nominated in writing in accordance with this clause 6(1), that person may be elected at an Annual General Meeting despite not being present at the Annual General Meeting.
- (c) Nominations made from the floor during an Annual General Meeting need not be in writing, but a person cannot be nominated from the floor unless he or she is present at the Annual General Meeting, is nominated by a nominator and accepts nomination.
- (d) The nominator for nominations for the position of delegate must be identified by his or her name and by the name of the organisational member to which the nominator belongs and the person nominated must be a member of that organisation.

- (e) The person nominated and the nominator must both be members of the Association eligible to vote in the election for the office or position for which the person has been nominated for election by the Annual General Meeting.
- (f) The organisational member may nominate a person who is to attend Executive Meetings where the delegate is not able to attend and the requirements of clause 6(1)(d) and clause 6(1)(e) apply.

Election unopposed and insufficient nominations

- (2) (a) If, at the close of nominations:
 - (i) there is more than one nomination for the office of an Office Bearer;
 - (ii) there are more than six nominations for ordinary members; or
 - (iii) there are more than six nominations for delegates,then an election must be held in accordance with clause 6(3) to determine which of the persons nominated will be elected to the office or positions.
- (b) If at the close of nominations:
 - (i) there is only one nomination for the office of an Office Bearer;
 - (ii) there are only six nominations for ordinary members; or
 - (iii) there are only six nominations for delegates,then the person or persons nominated will be declared elected unopposed at the Annual General Meeting.
- (c) If at the close of nominations:
 - (i) there is no nomination for the office of an Office

Bearer;

- (ii) there are less than six nominations for ordinary members;
or
 - (iii) there are less than six nominations for delegates, then:
 - (iv) the person or persons nominated, if any, will be declared elected unopposed at the Annual General Meeting; and
 - (v) the Executive Committee may fill the remaining unfilled offices and positions.
- (d) If at the close of nominations there are less than six nominations for delegates and if there are more than six nominations for ordinary members then persons nominating as ordinary members may be elected at the Annual General Meeting to fill the remaining positions of delegates as ordinary members.

Elections

- (3) If an election is required for an office or position:
- (a) elections for each office or position will be by secret ballot at the Annual General Meeting;
 - (b) preferential voting will be used;
 - (c) any equality voting will be resolved in favour of a retiring holder of the office or position, if any, or otherwise by lot;
 - (d) ballot papers must show candidates' names in an order determined by lot and will indicate retiring members and,

in the case of an election for delegates, the organisational member to which each candidate belongs; and
 - (e) for the purpose of conducting the election the Annual General Meeting will appoint a returning officer and two scrutineers.

7 Annual General, General and Special General Meetings

Frequency of meetings

- (1) There shall be:
 - (a) an Annual General Meeting convened within the time limits provided for the holding of such meetings by section 23 of the *Associations Incorporation Act 1987*, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner;
 - (b) General Meetings at such times as the Executive Committee or a previous Annual General Meeting or General Meeting determines; and
 - (c) as many Special General Meetings as are:
 - (i) required under clause 3;
 - (ii) called by a decision of the Executive Committee or a resolution of a General Meeting; or
 - (iii) requested in writing, signed and directed to the Honorary Secretary by ten members of the Association, which request must be granted by the Executive Committee resolving to hold the Special General Meeting on a date no later than 28 days after the request is received by the Honorary Secretary.

Notice of meetings

- (2) Every member of the Association shall be given at least fourteen days' written notice of:

- (a) an Annual General Meeting, which notice must specify the candidates standing for election to offices or positions (including, in the case of candidates standing for election as delegates, the organisational member to which the candidate belongs);
- (b) a General Meeting;
- (c) a Special General Meeting, which notice must specify that only the matters on the agenda will be dealt with at the Special General Meeting,

provided that:

- (d) the written notice must state the agenda of the meeting;
- (e) notice may be given by electronic mail if the member has previously consented in writing to receiving notice of meetings by electronic mail; and
- (f) accidental omission to give notice to any member will not invalidate the meeting for which notice should have been given.

Procedure at meetings

- (3) Subject to this Constitution and any resolution passed by a General Meeting, a Special General Meeting or an Annual General Meeting that is still in force, a meeting may be conducted in such manner as the meeting sees fit.

Voting at meetings

- (4) (a) Subject to clause 3(13), on any question or any election at an Annual General Meeting, General Meeting or Special General Meeting:
 - (i) each ordinary member will have one vote; and
 - (ii) each organisational member may be represented by up to two representatives nominated in writing by the organisational member, each of whom will have one vote,

provided that:

- (iii) only ordinary members may vote in elections for the position of ordinary members of the Executive Committee; and
 - (iv) only representatives of organisational members may vote in elections for the position of delegate to the Executive Committee.
- (b) Subject to this Constitution, voting at a meeting will be by a simple majority on a show of hands by those present and entitled to vote at the meeting, unless a motion seeking a vote is carried, in which case:
- (i) if the motion sought a vote by secret ballot, the vote shall be by secret ballot; and
 - (ii) if the motion did not seek a vote by secret ballot, the vote shall be by division.

Annual General Meetings

- (5) An Annual General Meeting will:
- (a) elect members of the Executive Committee, including Office Bearers;
 - (b) appoint an auditor;
 - (c) consider the President's report of the Association's activities since the previous Annual General Meeting;
 - (d) consider the Association's audited financial report; and
 - (e) consider such other matters as are placed on the agenda by the Executive Committee.

General Meetings

- (6) A General Meeting will consider such matters as are placed on the agenda by the Executive Committee or as the General Meeting agrees to consider.

Special General Meetings

- (7) A Special General Meeting will consider only those matters for which it is called.

8 Quorum

The quorum at:

- (a) Annual General Meetings, General Meetings and Special General Meetings shall be 20 members of the Association entitled to vote at the meeting;
- (b) Executive Committee meetings shall be six members of the Executive Committee, provided that at least one member present at the meeting must be an Office Bearer.

9 Common seal

The Association will have a Common Seal, to be kept in the custody of the Secretary. It will be used by the President only with the authorisation of the Executive Committee. Every instrument to which the Common Seal is affixed must be signed by the President or Vice-President and witnessed by two other members of the Executive Committee.

10 Access to records

Subject to clause 3(14), upon the request of a member of the Association, the Office Bearer having custody of the relevant record, book, document or security must make the record, book, document or security available for the inspection of the member and the member may make a copy of or take an extract from the record, book, document or security but shall have no right to remove the record, book, document or security for that purpose.

11 Control of funds

Payments

- . (1) All payments from the Association's funds must be by cheque signed by two of the Office Bearers, of whom at least one must be either the President or the Treasurer.

Investment of funds in term deposits

- (2) Subject to any resolution of an Annual General Meeting, a General Meeting or a Special General Meeting that is still in force, the Executive Committee may authorise the Treasurer to invest some or all of the Association's funds in a term deposit.

Investment of funds in other ways

- (3) Subject to clause 11(2), none of the Association's funds may be invested outside of a cheque account unless the investment has first been authorised by resolution of an Annual General Meeting, a General Meeting or a Special General Meeting.

General responsibility for funds

- (4) Subject to this Constitution, the Treasurer has general responsibility for the Association's funds.

12 Patrons and affiliation

- (1) The Association is affiliated with the United Nations Association of Australia Inc.
- (2) An Annual General Meeting, a General Meeting or a Special General Meeting may:
 - (a) authorise the appointment of one or more persons as Patrons of the Association; and
 - (b) authorise the affiliation of the Association with other organisations.

13 Distribution of surplus property on winding up of Association

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever,

the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the *Associations Incorporation Act 1987* which has similar objects and which is not carried out for the purpose of profit or gain to its individual members, and which association shall be determined by resolution of the members.

14 Amendment of this Constitution

Subject to the *Associations Incorporation Act 1987*, this Constitution may be amended by Special Resolution of an Annual General Meeting, General Meeting or Special General Meeting, provided that:

- (a) notice of the meeting given under clause 7(2) clearly stated that the meeting would consider an amendment to this Constitution and the terms of the proposed amendment; and
- (b) the Executive Committee may refuse to permit the proposed amendment to be voted upon if it considers that the proposed amendment, if adopted, would be inconsistent with the constitution of the United Nations Association of Australia (Inc.).

15 Interpretation

- (1) In this Constitution, unless the context otherwise requires:

"Association" means the United Nations Association of Australia (WA Division) Inc., incorporated under the *Association Incorporation Act 1987* (WA);

"Executive Committee" means the management committee of the Association;

"Federal Executive" means the Executive Committee of the United Nations Association of Australia Inc.;

"Office Bearers" means the holders of the offices referred to in clause 5;

"Special Resolution" means a resolution passed by a majority of not less than three-fourths of the members of the Association who are entitled under this Constitution to vote and vote in person or, where proxies or postal votes are allowed by this Constitution by proxy or postal vote, at an Annual General Meeting, a General Meeting or a Special General Meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution;

"WFUNA" means the World Federation of United Nations Associations.

- (2) In this Constitution, a resolution will be deemed to be still in force unless it is specifically revoked by a subsequent resolution of a General Meeting, a Special General Meeting or an Annual General Meeting or the resolution was expressed to expire at a specified time and that specified time has passed.
- (3) Any doubt arising as to the application or meaning of any clause of this Constitution shall be decided by a resolution of a General Meeting, which resolution will be final and conclusive.