

**UNITED NATIONS ASSOCIATION OF AUSTRALIA (NSW)
INCORPORATED**

CONSTITUTION

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PREAMBLE

- A. The United Nations Association of Australia (New South Wales Division) Incorporated (**the Association**) has been established to support the United Nations in the attainment of its purposes and principles as set out in the United Nations Charter (and other official pronouncements of the United Nations) including:
- (a) to promote among the people of New South Wales and Australia knowledge and appreciation of the United Nations; and
 - (b) to encourage among the people of New South Wales and Australia an understanding of the United Nations' role in world affairs and of the rights and duties of Australia as a member of the United Nations.
- B. The Association is a division of the United Nations Association of Australia Incorporated (**the United Nations Association of Australia**), which in turn is part of the World Federation of United Nations Associations (**WFUNA**).
- C. This Constitution contains the rules governing the conduct of the Association and its members.

1. Association's Name

The name of the Association is the **UNITED NATIONS ASSOCIATION OF AUSTRALIA (NEW SOUTH WALES DIVISION) INCORPORATED.**

2. Definitions and Interpretation

2.1 Definitions

(a) In this Constitution unless the context indicates otherwise:

- * **Act** means the *Associations Incorporation Act 2009 (NSW)*.
- * **Executive Committee** means the governing body of the Association.
- * **AGM** or **Annual General Meeting** means an Annual General Meeting of the Association.
- * **General Meeting** means the Annual General Meeting or a Special General Meeting, as the context requires.
- * **Special General Meeting** means a General Meeting of the Association other than an AGM.
- * **EC Term** means a period commencing on the date of an AGM at which Executive Committee members are elected up until the date of the next AGM.
- * **Formal Resolution Procedure** has the meaning given to such term under *Rule 6.2(b)*.
- * **Special Resolution** means:
 - (i) in relation to a resolution of the Executive Committee, a resolution that is passed by at least a three-quarters majority; and
 - (ii) in relation to a resolution of the members, a resolution that is passed by the Association by at least a three-quarters majority of those attending as a Special Resolution within the meaning of *Section 39 of the Act*.

(b) In this Constitution, unless the context indicates otherwise, capitalized terms not otherwise defined in *Clause 2.1(a)* but which have a defined meaning under the *Act* have the same meaning when used in this Constitution.

2.2 Interpretation

In this Constitution, unless the context indicates otherwise:

- (a) headings are for convenience only and do not affect the interpretation of this Constitution;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing a gender include any gender;
- (d) references to persons include references to corporations and other bodies and entities;
- (e) references to statutes include all statutes amending, consolidating or replacing such statutes and include any subordinated legislation issued under them;
- (f) the use of the word "include" or "including" is not a word of limitation.

3. Objects

The objectives of the Association are:

- (a) To support the United Nations in the attainment of its purposes and principles as set out in the United Nations Charter and other official pronouncements of the United Nations, including:
 - (i) the maintenance of international peace and security;
 - (ii) the development of friendly relations among nations;
 - (iii) the achievement of international co-operation in solving humanitarian, environmental, economic, cultural and social problems.
- (b) To promote among the people of New South Wales and Australia knowledge and appreciation of the United Nations and the specialized and other inter-governmental and non-governmental agencies related to the United Nations and foster support for their objectives;
- (c) To encourage among the people of New South Wales and Australia an understanding of the rights and duties of Australia as a member of the United Nations, with a view to ensuring that the state and federal governments are aware of and observe these duties;
- (d) To support and co-operate with other organizations having similar objectives, including other State Divisions of the United Nations Association of Australia Incorporated;
- (e) To do all such additional things as may be deemed necessary or desirable in furtherance of the above objects consistent with the principles and practices of the United Nations and the United Nations Association of Australia.

4. Not-for-profit Status

4.1 Application of the Association's income and property

- (a) The Association's income and property must be applied solely towards promoting the Association's objects.
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of a dividend, bonus or other profit distribution, to any of the members.
- (c) This *rule 4* does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any Executive Committee member to the extent permitted by law and this Constitution.

4.2 Payments to Executive Committee members

- (a) Subject to *Rule 4.2(b)*, Executive Committee members are not entitled to receive any payment for fulfilling their duties.
- (b) The following payments to an Executive Committee member are permitted where approved by a resolution of the Executive Committee:
 - (i) reimbursement of out-of-pocket expenses properly incurred by that Executive Committee member in performing a duty as an Executive Committee member; and
 - (ii) reasonable and proper rent for premises let to the Association.

4.3 Winding-up

If, on the winding-up or dissolution of the Association, any property remains after satisfaction of all debts and liabilities, this property may be given or transferred to an organization:

- (a) that is charitable at law; and
- (b) whose constitution prohibits distributions or payments to its members to an extent at least as outlined in *Rule 4.1*; and

- (c) that is affiliated with the United Nations, such as the United Nations International Children's Emergency Fund or an organization which has similar purposes to the objects of the Association; and
- (d) that has been approved by the members passing a Special Resolution; and
- (e) that is otherwise in compliance with the requirements of *Section 65 of the Act*.

5. Membership

5.1 Qualification

In order for a person to be admitted as a member of the Association that person must:

- (a) (where they are an individual) be at least fifteen (15) years of age (although voting rights shall apply only where a member is at least eighteen (18) years of age); and
- (b) attest that they support the aims and the values of the United Nations and the Association by way of completing and signing the applicable membership application form, which may contain a declaration to such effect.

5.2 Categories of membership

- (a) The categories of membership shall comprise:
 - (i) standard;
 - (ii) concessional;
 - (iii) student;
 - (iv) not-for-profit organization;
 - (v) corporate; and
 - (vi) life
- (b) The Executive Committee may determine by passing a unanimous resolution that a person, having regard to their significant contribution to the Association over an extended period of time, should be awarded the status of Life Member.

5.3 Application for membership

- (a) A person who wishes to become a member of the Association must:

- (i) apply to the Association by completing and signing the approved application form (which may be electronic or printed) and deliver this to the Association; and
 - (ii) indicate in such application form the category of membership to which their application relates (other than life membership).
- (b) Membership shall apply to those persons:
- (i) who have made application on the approved application form; and
 - (ii) who have paid the membership fees for the relevant category of membership for the applicable financial year or years to which the membership relates; and
 - (iii) who accept all membership rights and responsibilities as set down in this *Constitution* including acceptance of the aims and values of the Association; and
 - (iv) whose application has been approved by the Executive Committee under *Rule 7.1(b)(ii)*.
- (c) Upon approval of a membership application by the Executive Committee under *Rule 7.1(b)(ii)* the approved member's name and address shall be entered in the register of members.
- (d) Upon being accepted as a member of the Association, that member must observe and act in compliance with this *Constitution*, uphold the reputation of the Association and endeavour to further its aims
- (e) Each member that is a body corporate may nominate a representative to act on its behalf (including for the purpose of attending and voting at meetings).

5.4 Cessation of membership

- (a) A person ceases to be a member of the Association if:
- (i) that person being a body corporate is wound up; or
 - (ii) that person resigns as a member; or
 - (iii) that person falls three months in arrears in payment of their membership fees without the prior written consent of the Executive Committee, or
 - (iv) that person's membership is revoked by the Executive Committee under *Rule 6*.

- (b) Where a member of the Association ceases to be a member, an appropriate entry shall be made in the register of members with a notation as to the date on which their membership ceased.

5.5 Membership not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of that person's membership.

5.6 Resignation of members

- (a) A member may resign from membership of the Association by giving written notice of their resignation to the Secretary.
- (b) The resignation takes effect from when the Secretary receives the notice or, if a later time is stated in the notice, at that later stated time.

5.7 Register of members

- (a) The register of members of the Association is to be maintained by the Secretary or such other person as resolved by the Executive Committee, who must record on the register in respect of a member:
 - (i) the name, address and category of membership of the member; and
 - (ii) the date upon which the member's membership fees were paid and are next due; and
 - (iii) any changes in that member's membership details.
- (b) The register of members of the Association must be kept at the registered office of the Association and be reasonably available for inspection free of charge by any member of the Association at a reasonable hour.
- (c) The register of members may be accessed by any Executive Committee member who may have need of it for the execution of their duties.
- (d) A member has the right to request that the Association keep confidential certain details of the member, e.g. residential address, telephone number.

- (e) The register of members is not to be made available to any non-member for any purpose whatsoever, without the prior consent of the Executive Committee.
- (f) Membership records should be retained for at least the minimum period required by law.

5.8 Membership fees

- (a) A member of the Association must pay to the Association an annual membership fee, the amount of which is to be determined by the Executive Committee from time to time under *Rule 7.1(b)(i)*, by a date also determined by the Executive Committee from time to time (the **Due Date**).
- (b) If a member has not paid their membership fees by that date which is three (3) months after the applicable Due Date, then that member shall cease to be a member from that date.
- (c) If a member's membership fees are outstanding at the time of a General Meeting, then that member may not vote at that General Meeting.
- (d) The Executive Committee by majority vote can vary the conditions mentioned in *Rules 5.8 (b) and (c)*.
- (e) Life Members are not expected to pay membership fees.

5.9 Liability of members

The liability of a member of the Association to contribute to the payments of debts and liabilities of the Association or the costs, charges and expenses of winding-up of the Association is to be limited to the amount, if any, unpaid by the member in respect of their membership.

5.10 Public statements

No member of the Association, including members of branches, may release a statement relating to policy of the Association or of the United Nations to any media outlet or organization or on social media, or enter into correspondence with any state or federal government department, representing the Association, without the prior consent of the President or Executive Committee of the Association.

6. Membership Disputes

6.1 Regulation and discipline of members

- (a) The Executive Committee may at any time warn a member, or suspend or revoke that member's membership if that person has contravened any of the rules of this Constitution.
- (b) Where a person is in breach of this Constitution the Executive Committee may by way of a Disciplinary Resolution:
 - (i) suspend the member's membership of the Association for a specified period determined by the Executive; or
 - (ii) if the matter is sufficiently serious, revoke the member's membership.
- (c) If the Executive Committee resolves to suspend or revoke that member's membership, the Secretary must give notice in writing to that member within seven (7) days of the Disciplinary Resolution to inform that member of the Disciplinary Resolution including the reasons and that the member has a right to appeal the Disciplinary Resolution at the next Executive Committee meeting. Such notice must state:
 - (i) when and where the next Executive Committee meeting is to be held; and
 - (ii) that the member, and/or that member's representative, may attend the meeting and shall be given a reasonable opportunity to make a written or oral (or both written and oral submissions) to the Executive Committee about the Disciplinary Resolution.
- (d) If the member appeals against the Disciplinary Resolution, the Executive Committee must at the above-mentioned next Executive meeting determine whether to confirm or dismiss the resolution and must:
 - (i) give the member or the member's representative a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee concerning the Disciplinary Resolution; and
 - (ii) give due consideration to any submissions so made; and
 - (iii) determine whether or not to uphold or revoke the Disciplinary Resolution.

6.2 Internal disputes - Formal Resolution Procedure

- (a) Disputes between members of the Association in their capacity as members and disputes between members and the Association (other than where there is a Disciplinary Resolution) must in the first instance be dealt with by the parties involved on an informal basis who must use their best endeavours to resolve the dispute within fourteen (14) days after the dispute has come to the attention of the parties.
- (b) If the parties to a dispute are unable to resolve the dispute between themselves within the specified time under *Rule 6.2(a)* any party to the dispute may commence the *Formal Dispute Resolution* procedure set out in this rule 6.2 and (where applicable) *Rule 6.3* by giving written notice informing the Secretary about:
 - (i) the parties to the dispute; and
 - (ii) the matters that are the subject of the dispute, without making any defamatory remarks about any person involved in the dispute.
- (c) Where the *Formal Resolution Procedure* has been invoked the Secretary must:
 - (i) give prompt notice to the Executive Committee of the dispute and that the *Formal Resolution Procedure* has been invoked; and
 - (ii) endeavour to arrange for a committee formed from the Executive Committee comprising equal numbers supported by the two parties to find a solution to the dispute within fourteen days.
- (d) If the dispute is still not settled the Executive Committee should endeavour to find a solution to the problem at the next Executive Committee meeting.
- (e) Each party to the dispute is to be given written notice of the next Executive Committee meeting at which their dispute is scheduled to be considered and determined at least seven (7) days before the meeting is to be held (such notice to the parties is to be taken as an invitation to the Executive Committee meeting).
- (f) The notice given to each party to the dispute by the Secretary under *Rule 6.2(c)* must state:
 - (i) when and where the Executive Committee meeting is to be held; and
 - (ii) that the party, and/or that party's representative, may attend the meeting and shall be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the dispute, provided that under no circumstances may any such submission contain any defamatory remarks about any person involved in the dispute.
- (g) If:
 - (i) the dispute is between one or more members and the Association; and

- (ii) the *Formal Resolution Procedure* has been invoked; and
 - (iii) any party to the dispute gives written notice to the Secretary stating that the party:
 - (A) does not agree to the dispute being determined by the Executive Committee; and
 - (B) requests the appointment of a mediator under *Rule 6.3*, then the Executive Committee must not determine the dispute.
- (h) At any Executive Committee meeting in which a dispute is to be considered and determined, the Executive Committee must:
- (i) give each party to the dispute, or that party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the dispute; and
 - (ii) give due consideration to any submissions so made; and
 - (iii) determine the dispute.
- (i) The Executive Committee must give each party to the dispute written notice of the Executive Committee's determination and the reasons for the determination within seven (7) days of that Executive Committee meeting at which the dispute was held.
- (j) A party to the dispute may, within fourteen (14) days after receiving notice of the Executive Committee's determination under *Rule 6.2 (h)* give written notice to the Secretary requesting the appointment of a mediator under *Rule 6.3*.
- (k) If notice is given under *Rule 6.2 (i)* each party to the dispute is a party to the mediation and must endeavour to settle the dispute by mediation.
- (l) The dispute can finally be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act, 1983*.

6.3 Mediation

- (a) This rule applies if written notice has been given to the Secretary requesting the appointment of a mediator under *Rule 6.2(f) (iii)* or *6.2 (i)*.
- (b) The mediator must be a person chosen by the parties to the dispute.
- (c) If there is no agreement for the purpose of *Rule 6.3 (b)* then, subject to *Rules 6.3(e) and (f)*, the Executive Committee must appoint the mediator.
- (d) The person appointed as mediator by the Executive Committee must be a person who acts as a mediator for another not-for-profit body including a community legal centre.

- (e) The person appointed as mediator by the Executive Committee may be a member or former member of the Association but must not:
 - (i) have a personal interest in the matter that is the subject of the mediation; or
 - (ii) be biased or have the appearance of potentially being biased in favour of or against any party to the mediation.
- (f) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (g) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least five (5) days before the mediation takes place. The written statement must not contain any defamatory remarks about a person involved in the mediation.
- (h) In conducting the mediation, the mediator must:
 - (i) give each party to the mediation every opportunity to be heard; and
 - (ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (iii) ensure that fairness is given to the parties to the mediation throughout the mediation process.
- (i) The mediator cannot determine the matter that is the subject of the mediation.
- (j) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

7. Executive Committee and Office-bearers

7.1 Powers and responsibilities of the Executive Committee

- (a) Subject to the Act and this Constitution, the Executive Committee shall have such powers to perform all such acts and do all things necessary or desirable for the proper management of the affairs of the Association
- (b) The Executive Committee may from time to time determine:
 - (i) the fees payable for each class of membership; and
 - (ii) the membership application of an applicant.
- (c) If the Association incurs a debt and there are reasonable grounds to expect that the Association will not be able to pay all its debts as and when they become due, any person

who was a member of the Executive Committee at the time the debt was incurred is guilty of an offence, pursuant to *Section 68 of the Act*.

- (d) It is a defence if the defendant proves that the debt was incurred without the defendant's express or implied authority or consent or that the defendant did not have reasonable cause to expect that the Association would not be able to pay all its debts.
- (e) Any expenditure drawing on the funds of the Association must be approved by the Executive Committee before the expense is incurred.

7.2 Composition of the Executive Committee

- (a) The Executive Committee must include three (3) or more members each of whom is aged eighteen (18) years or more and ordinarily resident in New South Wales.
- (b) The Executive Committee during each Executive Committee Term shall comprise:
 - (i) the Office-bearers of the Association being:
 - (A) the President, two Vice-presidents (the number can be varied by the Executive Committee), Secretary and Treasurer, each of whom has been elected to that position at the AGM for that EC Term under *Rule 7.4*; and
 - (B) the Immediate Past President; and
 - (C) the Public Officer; and
 - (ii) eight ordinary members as elected under *Rule 7.5* for that EC Term or appointed by the Executive Committee under *Rule 7.10* (to fill a vacancy for any of the remaining part of that EC Term). This number may be varied by the Executive Committee.
- (c) Each member of the Executive Committee shall, subject to *Rule 7.11*, normally hold office for the applicable EC Term under *Rule 7.2 (b)*. At the next AGM held at the expiry of that EC Term, an Executive Committee member may stand for re-election for the next EC Term where they have been nominated under *Rule 7.3*.
- (d) Office-bearers may hold more than one position at any one time.
- (e) The Secretary or another designated member of the Executive Committee must ensure that a register of the members of the Executive Committee is kept, showing names and residential addresses. (Note: Post Office Box addresses alone are not acceptable as per *Ass. Inc. Act, 1984, Part 4, 21*).

- (f) Upon election of the Executive Committee at an AGM, the Executive Committee must immediately thereafter hold its first meeting to elect the Public Officer for the relevant EC Term.

7.3 Nomination of Executive Committee members

- (a) At least fifty-six (56) days before an AGM, the Secretary must send written notice to all members to:
 - (i) call for nominations of members of the Executive Committee; and
 - (ii) state the date by which nominations for members of the Executive Committee must be received by the Secretary; and
 - (iii) invite members to submit forty-two (42) days or more before the AGM any motions they wish to see presented, in accordance with the Constitution.
- (b) A member who wishes to be considered for election to the Executive Committee at an upcoming AGM (either as a general EC member or as an office-bearer) must nominate for election by sending duly completed written notice of the nomination to the Secretary. Such nomination must be received by the Secretary at least fourteen (14) days prior to the AGM.
- (c) Nominations must be signed by the nominee, a proposer and a seconder, all three being financial members of the Association and may be accompanied by a brief resume not exceeding 50 words.
- (d) A member whose nomination does not comply with this rule (7.3) is not eligible for election to the Executive Committee unless that member is otherwise nominated under *Rule 7.5(a)(ii)*.
- (e) The Executive Committee may prior to the date of the Secretary sending a notice of AGM to the members pass any resolution concerning the nomination and election of candidates (so long as it is not inconsistent with this *Constitution* and the *Act*) for the efficient running of the Association and all members must be informed of any such resolution at the time that the Secretary sends the notice of the AGM to members.

7.4 Election of Office-bearers

- (a) At the AGM there shall be a separate vote for the election of each Office-bearer (other than the Public Officer who shall be elected by the Executive Committee under *Rule 7.9(a)* once the Executive Committee for the applicable EC Term has been constituted).
- (b) If insufficient nominations have been received to fill the vacant positions, the Chairperson of the AGM shall call for additional nominations from the floor to fill those positions, after those members who nominated properly prior to the AGM have been accorded the positions for which they were nominated.
- (c) The Executive may pass resolutions concerning the nomination and election of candidates in accordance with this *Constitution* and the *Act* for the efficient running of UNAA (NSW) and all members shall be informed of any such resolutions prior to the AGM.
- (d) On the election of the President, the new President of the Association may take over as the Chairperson of the AGM.

7.5 Election of ordinary members to the Executive Committee

- (a) If the number of members nominating for the position of Executive Committee under *Rule 7.2(b)(ii)* is not greater than ten (10), the Chairperson of the meeting:
 - (i) must declare each of those members to be elected to the Executive Committee; and
 - (ii) may call for further nominations from the members present at the AGM to fill any position remaining unfilled after the elections.

7.6 President

- (a) The President is to be elected annually at the AGM.
- (b) The President shall act as Chairperson at Executive Committee meetings and Special General Meetings.
- (c) If the President is unable to perform their duties, whether temporarily or permanently, a Vice-president may perform them. If no Vice-president is available to fulfil this role, an Executive Committee member nominated by the Executive Committee may fulfil the role until the President or Vice-president becomes available or until the next AGM, whichever is earlier.

- (d) It is the duty of the President to manage the affairs of the Association including communicating on behalf of the Association and representing the Association at official functions, in correspondence and in transactions with the public and other organizations.
- (e) All statements made by the President when representing the Association must be in accordance with any applicable policies of the United Nations and the Association.

7.7 Secretary

- (a) The Secretary is to be elected annually at the AGM.
- (b) It is the duty of the Secretary to oversee the proper running of the office of the office of the Association, including:
 - (i) ensuring that the names and details of members of the Association are kept in the registered office; and
 - (ii) ensuring that minutes of proceedings of all Executive Committee meetings, Management Committee meetings and General Meetings are kept in the office and are signed by the Chairperson of the next succeeding meeting; and
 - (iii) ensuring that mail, faxes, emails and other messages are received and attended to; and
 - (iv) assisting in the overall running of the Association.
- (f) The title of Secretary may be varied by the Executive Committee in its absolute discretion from time to time.

7.8 Treasurer

- (a) The Treasurer is to be elected annually at the AGM. or selected by the Executive Committee.
- (b) It is the duty of the Treasurer of the Association to ensure that:
 - (i) all money due to the Association is collected, received and recorded, and that all Payments authorized by the Association are made; and
 - (ii) correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association; and

- (iii) complete financial records of branches, as well as committees (when relevant), are forwarded to the Association in presentable form, prior to the Annual General Meeting.

7.9 Public Officer

- (a) The Public Officer is to be elected by the Executive Committee from among the Association members as an Office-bearer for each EC Term.
- (b) The Public Officer must be
 - (i) 18 years of age or over, and
 - (ii) resident in New South Wales, and
 - (iii) not a bankrupt (within the meaning of the *Bankruptcy Act 1966* (Commonwealth)).
- (c) The Public Officer must, within 28 days of becoming Public Officer, inform the Commissioner for Fair Trading, Department of Finance, Services and Innovation of the fact and of his/her full name and address in New South Wales in an approved form, accompanied by the prescribed fee.
- (d) The Public Officer must within 14 days of changing his/her address notify the Commissioner for Fair Trading, Department of Finance, Services and Innovation of the fact in an approved form, accompanied by the prescribed fee.
- (e) The Public Officer must, within one month after the date of each Annual General Meeting, lodge with the Commissioner of Fair Trading, Department of Finance, Services and Innovation in an approved form:
 - (i) the financial statement of the Association for the last financial year; and
 - (ii) a copy of the terms of any resolution passed at the Annual General Meeting concerning the Constitution; and
 - (iii) the prescribed fee.
- (f) The Public Officer is to ensure the keeping of the Common Seal in the office of the Association or in other safe place.
- (g) Except as otherwise provided by these rules, the Public Officer shall ensure the safe custody at the registered office of the Association of all records, books and other documents relating to the Association.
- (h) The Public Officer may at the same time hold other office in the Association.

7.10 Casual Vacancies in the Executive Committee

- (a) A casual vacancy in respect of a member of the Executive Committee occurs where that Executive Committee member:
- (i) ceases to be a member of the Association, or
 - (ii) resigns that member's office, or
 - (iii) becomes of unsound mind (as certified by a registered medical practitioner) or
 - (iv) is absent from three consecutive Executive meetings without consent of the Executive Committee, or
 - (v) is otherwise removed from the Executive Committee under *Rule 7.11*.
- (b) In the event of a casual vacancy occurring in the Executive Committee, the Executive may leave the position vacant or appoint a member to fill the vacancy until the next AGM.

7.11 Removal of Executive Committee Member

The members of the Executive Committee may by Special Resolution (i.e. by 75% vote of those present at the Executive Committee meeting and voting in accordance with the conditions of this *Constitution* and the *Associations Incorporation Act as amended*) may stand down a member from the Executive Committee.

7.12 Executive Committee meetings

- (a) The Executive shall meet at regular intervals, monthly where possible and, in any case, at least six (6) times during each EC Term at such place and time as the Executive Committee may determine.
- (b) Additional meetings of the Executive may be convened by the President or by at least three (3) members of the Executive Committee.
- (c) Executive Committee members may meet face-to face, by telephone or by audio-visual conferencing.
- (d) Oral, written or electronic notice of an Executive Committee meeting must be given by the Secretary or other appointed officer. Such notice must be given at least forty-eight 48 hours before the time appointed for the Executive Committee meeting (or such other time as may be agreed by the Executive Committee) and must state when and where the

Executive Committee meeting is to be held and the general nature of the business to be conducted at the meeting.

- (e) The quorum for a meeting of the Executive Committee is fifty percent of the Executive Committee members or six (6) Executive Committee members (whichever is the lesser)
- (f) The Executive Committee cannot transact any business unless a quorum is present.
- (g) If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall be adjourned and be held at the same place, if possible, or other place agreed upon by the Executive Committee members present, and at the same time the following week, or such other time as reasonably agreed upon by the Executive Committee members present.

7.13 Procedure at Executive Committee meetings

- (a) The President normally presides at Executive Committee meetings.
- (b) If the President is absent or is not able or not willing to chair the meeting:
 - (i) The President can delegate the role of Chairperson to another Executive Committee member; or
 - (ii) If no such delegation has occurred, either a Vice-president can preside, or if the Vice-president(s) elect not to chair the meeting the Vice-president(s) can delegate the role to another Executive Committee member; or
 - (iii) If the Vice-president(s) have not delegated, the Executive Committee members can nominate one of the remaining members of the Executive to chair the meeting.
- (c) A member or any other person who is not an Executive Committee member may attend an Executive Committee meeting if invited to do so by the Executive Committee.
- (d) A person invited to attend an Executive Committee meeting under Rule 7.12 (c):
 - (i) has no right to receive a copy of any agenda, minutes or other document circulated at the meeting; and
 - (ii) must not comment about any matter discussed at the meeting unless otherwise determined by the Executive Committee; and
 - (iii) cannot vote on any matter that is to be decided at the Executive Committee meeting.
- (e) The procedure and order of business to be followed at an Executive Committee meeting shall be determined from time to time by the Executive Committee.

7.14 Voting at Executive Committee meetings

- (a) Questions arising at a meeting of the Executive Committee shall be determined by a majority of the votes of members of Executive Committee present at the meeting.
- (b) Each Executive Committee member present at an Executive Committee meeting has one vote on any question arising at the meeting.
- (c) Voting shall be decided by a show of hands or by voices unless a secret poll is demanded by at least three (3) members present (See *Act Part I.52*).
- (d) In the event of an equality of votes on any question, the President or such other person acting as the Chair may exercise a second or casting vote.
- (e) Any such thing done, or purporting to have been done, by the Executive is valid and to be observed by all.
- (f) The acts of the Executive Committee are valid despite any defect that may afterwards be discovered concerning the election, appointment or qualification of an Executive Committee member.

7.15 Written resolutions of the Executive Committee

A resolution is taken to have been passed by a meeting of the Executive Committee if:

- (a) a copy of the proposed resolution is provided to all Executive Committee members; and
- (b) at an Executive Committee meeting, the vote is in support of the motion and at a subsequent Executive Committee meeting the Executive Committee approves the minutes reporting that the motion was passed.

7.16 Advisory councils

The Executive Committee may establish one or more advisory councils. If so established, the composition, duties and responsibilities of any such council shall be set out in a policy, charter or resolution adopted by the Executive Committee members.

7.17 Special committees

- (a) The Executive Committee may delegate any of their powers to one or more committees consisting of any number of Executive Committee members and any other persons they think fit, except:
 - (i) this power of delegation, and
 - (ii) a function which is a duty imposed on the Executive Committee by the *Act* or by Any other law.
- (b) Each committee is to have a convenor who must be a member of the Association and be appointed by the Executive and who shall then be ex-officio a member of the Executive Committee if not already such.
- (c) At the first Executive meeting held after the Annual General meeting of the Association the convenors of committees are to be chosen by the Executive.
- (d) The convenor of a committee shall chair meetings of that committee.
- (e) The Executive may revoke wholly or in part any delegation under this rule or the appointment of any convenor.
- (f) A special committee may meet and adjourn as it thinks proper, unless the Executive decides otherwise.
- (g) Convenors of special committees may co-opt non-members to the committees in special circumstances with the approval of the Executive.
- (h) A special committee must produce a report to the Executive on a regular basis.
- (i) If the function of a committee involves the handling of funds, it must make a full financial report to the treasurer on a regular basis.
- (j) There must no expenditure nor major decision made without prior approval of the Executive committee.
- (k) The provisions of this *Constitution* that apply to meetings and resolutions of the Executive Committee apply, so far as they can with any necessary changes, to meetings and resolutions of any committee.

8. General Meetings

8.1 Convening an Annual General Meeting

- (a) The Association is to convene an AGM at least once each calendar year and within six (6) months after the expiration of the Association's financial year, subject to any time extension under the *Act*.

- (b) The AGM, subject to the *Act*, is to be convened at such time and place as the Executive Committee determines.

8.2 Business at an Annual General Meeting

- (a) In addition to any other business which may be transacted at an AGM, the business of an AGM must include:
- (i) to confirm the minutes of the previous AGM and of any Special General Meeting held since that meeting; and
 - (ii) to receive the Annual Report which shall contain reports from the Executive Committee, Special Committees and Branches upon the activities of the Association during the last preceding financial year, and any financial statements of the Association; and
 - (iii) to elect Office-bearers of the Association and ordinary members of the Executive Committee of the Association; and
 - (iv) to vote on any alterations to the Constitution of UNAA(NSW); and
 - (v) to carry out other business in accordance with the wishes of those present and in accordance with these regulations and the *Act*.
- (b) The business so notified must be included in the notice calling the AGM.
- (c) Any business notified within six (6) weeks prior to the AGM shall not be included in the business of the AGM.
- (d) An AGM must be specified as that type of meeting in the notice convening it.
- (e) All reports to be presented to the AGM are to be provided to the editor of the Annual Report within 28 days after the conclusion of the financial year of the Association.

8.3 Special General Meetings

- (a) The Executive Committee may, whenever it thinks fit, convene a Special General Meeting.
- (b) The Executive must, on a requisition from not less than five per cent (5%) of the total number of members, convene a Special General Meeting of the Association.
- (c) The requisition of members for a Special General Meeting must:
- (i) be in writing; and
 - (ii) state the purpose(s) of the meeting; and

- (iii) be signed by the members making the requisition (the requisition may consist of several documents in a similar form, each signed by one or more of the members making the requisition); and
 - (iv) be lodged with the Secretary or the President who must then present it to the Executive Committee.
- (d) If the Executive Committee fails to convene a Special General Meeting within two (2) calendar months after the date on which a requisition from members for such a meeting is lodged with the Secretary or President (as applicable), any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- (e) The member(s) thereby incurring expense shall be entitled to reasonable imbursements by UNAA (NSW).
- (f) The Secretary and/or the convenor of the Special General Meeting must give notice of the Special General Meeting to the members of the Association at least twenty-one (21) days prior to the date fixed for the Special General Meeting, specifying the place, time, date of the Special General Meeting and the nature of the business to be transacted at the Special General Meeting.
- (g) The members of the Association must be informed specifically if the resolution is intended to be proposed as a Special Resolution; a Special Resolution requires a vote of at least seventy-five per cent (75%) of the members attending the Special General Meeting.
- (h) A Special General Meeting shall follow the same procedures as an AGM as far as it is practicable.

8.4 Returning Officer

- (a) Subject to the approval of the Executive Committee, the Chairperson of a General Meeting shall announce a Returning Officer who is not a member standing for election and any necessary Tellers and Scrutineers, of whom none may be standing for election, to supervise the voting.
- (b) The Tellers, under the supervision of the Returning Officer, shall count the votes.
- (c) Scrutineers must:
 - (i) watch the counting to ensure it is done properly;
 - (ii) tally the members' attendance and proxy figures with the correct number of ballots received.

- (d) A register of attendance shall be kept by the Returning Officer or other appointee to record all members present, their addresses and signatures, to ensure eligibility for voting.
- (e) Visitors shall also be recorded.

8.5 Quorum of a General Meeting

- (a) The quorum for the transaction of the business of a General Meeting shall be eight (8) Members (being members entitled under these rules to vote).
- (b) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting shall be dissolved and shall stand adjourned:
 - (i) to the same time on the same day in the following week or as agreed upon by the members present; and
 - (ii) at the same place, unless another place is specified at the time of adjournment by the members present at the meeting or communicated to members by notice given before the day to which the meeting is adjourned.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being no fewer than 3 (three)) shall constitute a quorum.
- (e) The chairperson of a second General Meeting at which a quorum is not present may, with the consent of the majority of members present at the meeting, adjourn the meeting to another time and/or place.
- (f) No business shall be transacted at an adjourned meeting other than the business left Unfinished at the meeting at which the adjournment took place.

8.6 Adjournment of a General Meeting

- (a) The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting to another time and/or place.
- (b) Without limiting *Rule 8.8 (a)* a meeting may be adjourned:

- (i) if there is insufficient time to deal with the business at hand; or
 - (ii) to give the members more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) Notice of an adjournment of a meeting under this rule is not required unless the meeting is adjourned for fourteen days or more, in which case notice of the meeting must be given in accordance with *Rule 8.3*.

8.7 Making of decisions

- (a) A question arising at a General Meeting of the Association is to be determined by:
 - (i) a show of hands; or
 - (ii) by secret ballot on the motion of the Chairperson or if three (3) or more members present at the meeting demand a secret ballot (*Act Part I.52*).
- (b) If the question is to be determined by a show of hands, a declaration by the Returning Officer that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, is evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution, unless the result is challenged by three (3) or more members present.
- (c) If the result is challenged the Returning Officer shall organise a re-count of the show of hands.
- (d) If the result is further challenged, the question shall be determined by a ballot to be conducted under the directions of the Returning Officer in accordance with *Rules 8.4 (a) (b) (c) (d)*.

8.8 Voting

- (a) At any General Meeting each member has one (1) vote, provided that a member who is under eighteen (18) years of age has no voting entitlement.
- (b) In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (c) Each member entitled to vote at a General Meeting may vote:
 - (i) in person; or
 - (ii) by one proxy; or

- (iii) where a member is a body corporate, by its representative.
- (d) A proxy or representative is entitled to a separate vote for each member the person represents in addition to any vote the person may have as a member in his or her own right, provided that no member may hold more than five (5) proxy votes.
- (e) An objection to the qualification of a person to vote at a General Meeting must be:
 - (i) raised before or at the meeting at which the vote objected to is given or tendered; and
 - (ii) referred to the Returning Officer of the meeting, whose decision is subject to the consent of the majority of the members at the meeting.
- (f) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable to the Association by the member and the proxy has been paid, including the amount of the subscription payable in respect of the then current year.

8.9 Postal or electronic ballots

All ballots shall be conducted only at the General Meeting of the Association and cannot be conducted by way of postal or electronic ballot.

8.10 Proxies

- (a) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary and/or the member(s) conducting the meeting no later than forty-eight (48) hours before the time of the General Meeting in respect of which the proxy is appointed, specifying the meeting at which the proxy is to be used.
- (b) A member giving a proxy to another member loses the right to vote at the meeting subject to *Rule 8.10 (c)*.
- (c) If a member has appointed a proxy but actually attends the meeting, the proxy can be cancelled at the discretion of the Returning Officer and the vote can then revert to that member that the proxy represents.

8.11 Special Resolutions

- (a) A resolution of the Association as a whole is called a “Special Resolution”.

- (b) An incorporated association may, by Special Resolution, alter its statement of objects or its rules.
- (c) "A resolution of an association" must be passed by "a majority which comprises not less than three-quarters of such members as ... vote in person or by proxy at a General Meeting of which not less than twenty-one days' written notice specifying the intention to propose the resolution... was given..." (*Ass. Inc. Act 1984, Part I*)
- (d) A Special Resolution can be passed at either an Annual General Meeting or a Special General Meeting in accordance with *Section 8*.
- (e) "The Public Officer of an incorporated association shall, within one month after the passing of a Special Resolution altering the statement of objectives or the rules of an incorporated association, lodge with the Commissioner of Fair Trading, Department of Finance, Services and Innovation notice in an approved form as prescribed and accompanied by the prescribed fee, setting out particulars of the alteration." (*Ass. Inc. Act 1984, Part I*).

9. Branches

9.1 Establishment and dissolution

- (a) The Executive Committee may, by instrument in writing, establish a branch of the Association, which, unless otherwise resolved by the Executive Committee, must consist of at least ten members of the Association.
- (b) The members of a branch must be members of the Association.
- (c) Subject to approval by the Executive Committee of the Association, a branch may restrict its membership to people of a certain category.
- (d) The Association may, at the discretion of the Executive Committee, financially assist the activities of a branch subject to receipt by the Association's President, or delegated officer, of a written submission from the Chairperson of the branch.
- (e) The Executive Committee may dissolve a branch, or suspend a branch for a specified period.
- (f) Within seven days after such a resolution being passed, the Executive of the Association shall by notice in writing to the Chairperson or similar of a branch inform the branch of the fact and the branch's right to appeal against the decision at the next Executive Committee meeting.
- (g) If the branch appeals against the resolution, the Executive Committee at the abovementioned next Executive meeting is to determine whether to confirm or revoke the decision.

9.2 Conduct of a Branch

- (a) The rules set out in this *Constitution* shall apply to the members of every branch, provided that the branch be entitled to make additional rules for the proper administration of meetings or other business so long as such rules do not conflict with the provisions of this Constitution.
- (b) The branch shall be conducted by a branch Chairperson and an Executive Committee which shall be elected and which shall conduct itself in accordance with this Constitution.
- (c) The rules and regulations concerning membership, Executive Committee, General Meetings and miscellaneous matters shall apply to branches, as appropriate.

- (d) Activities of a branch may include:
 - (i) meetings of members to receive reports, discuss activities and inform members of current UNAA and United Nations activities and policies.
 - (ii) support for the activities of the Association and other UN-based organizations and agencies.
 - (iii) raising funds, through varied activities among members and the community, to finance the operations of the branch and to assist the Association's activities.
- (e) Activities of a branch shall avoid any functions which are not consistent with the high standards and policies of the Association and of the United Nations.
- (f) Dates, times and places of branch meetings, as well as major organized functions, must be notified to the Executive Committee.
- (g) All projects must be discussed in principle with the Association's President or other delegated Executive Committee member.

9.3 Treasurer of a Branch

- (a) The Treasurer of a branch and, where appropriate, a branch sub-committee shall keep financial records showing details of all income and expenditure.
- (b) The branch treasurer must also:
 - (i) forward all membership fees from branch members, together with any completed application forms, to the Association's Treasurer within thirty days of receipt.
 - (ii) forward an income and expenditure statement to the Treasurer of the Association within seven days after the conclusion of the financial year of the Association.
- (c) Banking accounts shall be opened, by resolution of the UNAA(NSW) Executive Committee, in the name of: "United Nations Association of Australia (NSW Division) Branch".
- (d) Two (2) signatories out of four (4) to such accounts shall be required for each cheque or withdrawal; two (2) signatories shall be members of the branch and two (2) signatories shall be members of the UNAA(NSW) Executive Committee.

- (e) All financial transactions and records of such transactions, including any income and expenditure of sub- committees where relevant, shall be included in the financial report at the Annual General Meeting of each branch.

9.4 Reports from branches to the UNAA (NSW) Executive Committee

- (a) Branches shall forward a quarterly report by the Chairperson to the President of the Association who shall then present it to the Executive Committee.
- (b) Branches shall keep the following reports as records and the Chairperson or other delegated person shall forward them upon request to the President or the Executive Committee of the Association:
 - (i) copies of minutes of all meetings of members; and
 - (ii) copies of all reports presented to the branch by sub-committees; and
 - (iii) copies of all branch General Meeting reports; and
 - (iv) copies of any other reports on branch activities which may be of interest to the Association; and
 - (v) records of minutes and correspondence.
- (c) These records and reports should be available for inspection upon request from the President or the Executive Committee of the Association.

9.5 Closure of a branch

In the event of a branch ceasing to function for any reason, its books and records, together with all details of its banking accounts, shall be forwarded to the office of the Association.

10. General

10.1 Patron

The patron of the Association shall, subject to her or his consent, be the Governor of New South Wales or other appropriate person as the Executive Committee may determine.

10.2 Alteration of Objectives and Rules

- (a) The Association can register a change in the Association's name, objects or to this Constitution by way of a Special Resolution in accordance with the Act.
- (b) Any such changes shall take effect from when the change is registered under *Section 14(1) of the Act*.
- (c) When the Act prescribes that a certain action must occur by a prescribed time, the Association can apply to the Department of Fair Trading for an extension of time; a fee may be required.

10.3 Common Seal

- (a) The Common Seal of the Association shall be kept in the custody of the Public Officer (or such other person determined by the Executive Committee from time to time) who shall ensure it is safely maintained in the office of the Association or other secure place.
- (b) The Common Seal of the Association shall not be affixed to any instrument or document except by the authority of the Executive Committee and in the presence of:
 - (i) two (2) members of the Executive Committee; or
 - (ii) one (1) member of the Executive Committee and a person authorized by the Executive Committee and each of them is to sign the document to attest that the document was sealed in their presence.

10.4 Funds – management

- (a) Subject to any resolution passed by the Association in a General Meeting, the funds of the Association shall be used only in pursuance of the objectives of the Association in such manner as the Executive Committee determines.
- (b) As a major objective of the Association is to support and disseminate the aims and ideals of the United Nations within the populace, fund-raising for immediate charitable assistance is not an objective of the United Nations Association.

- (c) All cheques, withdrawal forms, drafts and other negotiable instruments concerning the funds of the United Nations Association (NSW) must be signed by two (2) members of the Executive Committee authorized by the said Executive Committee.

10.5 Funds – source

- (a) The funds of the Association shall be derived from annual subscriptions of members, donations, entrance fees and, subject to any resolution passed by the Association in a General Meeting, such other sources as the Executive determines.
- (b) All money received by the Association shall be deposited as soon as practicable and, without deduction, to the credit of an Association's bank account or other area designated by the Executive Committee.
- (c) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt or notification.

10.6 Custody of records

Except as otherwise provided by these rules, the Public Officer shall ensure the safe custody of all records, books and other documents relating to the Association at the registered office of the Association.

10.7 Inspection of records

The records, books and other documents of the Association shall be open to inspection free of charge, by a member of the Association at any reasonable hour.

10.8 Financial year

The financial year of the Association is each period of twelve (12) months after the expiration of the previous financial year of the Association, commencing on 1st July and ending on 30th June.

10.9 Insurance

- (a) The Association shall effect and maintain insurance pursuant to the requirements of the Act and in accordance with any requirements of the lease of the office of the Association.
- (b) In addition to the insurance required under Rule 10.9 (a) the Association may effect and maintain other insurance.

10.10 Newsletter

- (a) The Newsletter of UNAA (NSW) shall be called “News and Notes” unless otherwise determined by the Executive Committee.
- (b) The newsletter should appear at regular intervals, for example four times per annum.
- (c) The Editor of the newsletter is to be selected by the Executive and then ex-officio shall become a member of the Executive Committee.
- (d) The content and operation of the newsletter shall remain under the control of the Executive Committee members who can then delegate this responsibility to the Editor.
- (e) The content of the newsletter shall comply with the policies of the United Nations and of the United Nations Association (NSW).

10.11 Office

The Association’s registered office shall be at such address in New South Wales as is determined by the Executive Committee.

10.12 Service of Notices

- (a) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post or email, electronically or by facsimile to the member at the member’s address shown in the register of members.
- (b) When a document is sent to a person by properly addressing, prepaying and posting to the person an envelope containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

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