

# **Constitution of the Youth Affairs Council of Victoria (Inc).**

# Youth Affairs Council of Victoria (Inc)

## CONSTITUTION

### Rules under section 6 of the *Associations Incorporation Act 1981 (Vic)*

#### 1. Name

1.1 The incorporated association is Youth Affairs Council of Victoria (in these Rules called "the **Council**").

#### 2. Interpretation

2.1 In these Rules, unless the contrary intention appears -

**"Act"** means the *Associations Incorporation Act 1981*;

**"Additional Member"** means a Member that complies with the requirements set out in Rule 5.10(d)(i) and Rule 5.10(d)(ii);

**"Annual General Meeting"** means a meeting convened in accordance with Rule 11;

**"Associate Member"** means a Member that complies with the requirements set out in Rule 5.10(c)(i) and Rule 5.10(c)(ii);

**"Board"** means the Board of the Council referred to in Rule 22;

**"Board Member"** means a Member of the Council who is appointed to the Board under Rule 22.3;

**"Financial year"** means the year ending on 30 June;

**"Individual Member"** means a Member that complies with the requirements set out in Rule 5.10(a)(i) and Rule 5.10(a)(ii);

**"Member"** means a member of the Council;

**Officer"** means the individuals specified in Rule 25.1 and the Young Media Spokesperson;

**"Organisational Member"** means a Member that complies with the requirements set out in Rule 5.10(b)(i) and Rule 5.10(b)(ii);

**"Regulations"** means regulations under the Act;

**"Rural Person"** means a person living and working outside the Melbourne metropolitan area;

**"Special General Meeting"** means a meeting of Members convened in accordance with rule 12;

**"State"** means the State of Victoria;

**"Statement of Objects"** means the objects referred to in Rule 3.2;

**"Statement of Purpose"** means the purpose referred to in Rule 3.1;

**"Youth"** or **"Young People"** or **"Young Person"** means a person or people aged from 12 to

25 years inclusively.

- 2.2 In these Rules, a reference to the Secretary of the Council is a reference:
- (a) to the executive officer who shall have no voting rights; or
  - (b) if there are no paid staff, to the public officer of the Council.
- 2.3 In these Rules, a reference to the Young Media Spokesperson is a reference to the Young Person elected to the Board to represent the views of the Council to the media in accordance with Rule 26;
- 2.4 In these Rules, a reference to a "person" is a reference to either a natural person or an organisation.
- 2.5 Where the context permits, the singular includes the plural and vice versa.
- 2.6 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Interpretation of the Legislation Act* 1984 and the Act as in force from time to time.

### 3. **Statement of Purpose and Objects**

- 3.1 The Purpose of the Council is to raise awareness of issues of concern to young people in Victoria and to achieve a more equitable distribution of power and resources to young people, recognising differences between groups of young people in terms of their access to such power and resources.
- 3.2 The Objects of the Council shall be:
- (a) To benefit the community at large by fulfilling the role of a peak body on issues of concern to young people in Victoria.
  - (b) To provide a focus for organisations and individuals to share perspectives on youth affairs issues. Such organisations and individuals shall be those who support the Council's Statement of Purpose and may be involved in the provision of charitable services directly to young people.
  - (c) To provide a forum in which young people in Victoria and organisations can make contact with one another. This may include promotion of the activities, facilities and undertakings of organisations as they affect young people in Victoria.
  - (d) To conduct research into the issues of concern to young people in Victoria to facilitate these issues in becoming known to the wider community.
  - (e) To provide direct support to organisations and individuals by providing an information and resource base which will:
    - (i) assist groups of young people working on issues of concern to them;
    - (ii) assist service providers to increase their effectiveness; and
    - (iii) inform the community about issues affecting young people.
  - (f) To provide assistance to young people in order to enable them to participate meaningfully in the various processes which formulate and implement social policy in Victoria.

- (g) Having regard to the above Objects and to the Statement of Purpose:
  - (i) to monitor developments in legislative and non-legislative structures impacting on young people; and
  - (ii) to gather views on issues affecting young people from organisations and individuals throughout the community in order to represent those views to the appropriate bodies from time to time; and
  - (iii) to make the above-mentioned developments and views, their impacts and results known to the wider community.

#### 4. **Alteration of the Rules and Statement of Purpose**

- 4.1 These Rules and the Statement of Purposes of the Council must not be altered except in accordance with the Act.

#### 5. **Application for Membership**

- 5.1 A person who applies and is approved for membership as provided in these Rules is eligible to be a Member on payment of the annual subscription payable under these Rules.
- 5.2 A person who is not a Member at the time of the incorporation of the Council (or who was such a Member at that time but has ceased to be a Member) must not be admitted to membership unless-
  - (a) he or she applies for membership in accordance with Rule 5.3; and
  - (b) the admission as a member is approved by the Board.
- 5.3 An application of a person for membership of the Council must -
  - (a) be made in writing in the form set out in Appendix 1; and
  - (b) identify the class of membership to which the applicant wishes to be admitted, having regard to the Council's membership policy as promulgated by the Board under Rule 43.1 from time to time;
  - (c) be lodged with the Secretary of the Council; and
  - (d) be accompanied by the relevant membership fee.
- 5.4 As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.
- 5.5 Upon the application being referred to the Board, the Board must determine whether to approve or to reject the application. Should the Board approve the application it has sole discretion to allocate the applicant to an appropriate membership class despite the indication made by the applicant for the purpose of rule 5.3(b).
- 5.6 If the Board approves the application for membership, the Secretary must, as soon as practicable:
  - (a) notify the applicant in writing of the approval for membership and the class of membership to which the person has been admitted; and
  - (b) within 28 days of the Board's approval of an applicant, as referred to in Rule 5.5, enter the applicant's name in the register of Members and identify the

relevant membership category as defined by the membership policy.

- 5.7 An applicant for membership becomes a Member and is entitled to exercise the rights of membership when his or her membership is entered in the register of Members.
- 5.8 If the Board rejects an application, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected, the reasons for the rejection and refund the membership fee.
- 5.9 A right, privilege, or obligation of a person by reason of membership of the Council -
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- 5.10 Membership shall comprise of four classes:
- (a) Individual membership;
  - (b) Organisational membership;
  - (c) Associate membership; and
  - (d) Additional membership.

which shall be open to persons who:

- (i) accept and support the Statement of Purpose; and
  - (ii) fulfil the eligibility criterion as prescribed in the membership policy as promulgated by the Board under Rule 43.1 from time to time.
- 5.11 All Members are entitled to receive all printed material dispatched by the Council.
- 5.12 Employees of the Council may apply to be Members but are not eligible for election to the Board, although the executive officer will hold the position of Secretary but will not have voting rights.

## 6. **Annual Subscription**

- 6.1 There is no entrance fee.
- 6.2 The membership fees are payable in advance on or before 1 July in each year.
- 6.3 The Board shall have the power to fix and vary membership fees from time to time and to make rules for ensuring the collection thereof and may waive the payment of all or part of any such payments.
- 6.4 A Member who has not paid his or her subscription within six months of their becoming due may automatically be suspended from membership at the discretion of the Board.

## 7. **Register of Members**

- 7.1 The Secretary must keep and maintain a register of Members containing -
- (a) the name, address, Member class, organisation or affiliation, where appropriate, of each Member; and

- (b) the date on which each Member's name was entered in the register.
- 7.2 The register is available for inspection free of charge by any Member upon request.
- 7.3 A Member may make a copy of entries in the register.
- 8. **Resignation of Members**
- 8.1 A Member who has paid all monies due and payable by him or her to the Council may resign from the Council by giving one month's notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.
- 8.2 After the expiry of the period referred to in Rule 8.1:
  - (a) the Member ceases to be a Member; and
  - (b) the Secretary must record in the register of Members the date on which the Member ceased to be a Member.
- 9. **Discipline, Suspension and Expulsion of Members**
- 9.1 Subject to these Rules, if the Board is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Council, the Board may by resolution:
  - (a) suspend that Member from membership of the Council for a specified period; or
  - (b) expel that Member from the Council.
- 9.2 A resolution of the Board under Rule 9.1 does not take effect unless:
  - (a) at a meeting held in accordance with Rule 9.3, the Board confirms the resolution; and
  - (b) if the Member exercises a right of appeal to the Council under this Rule, the Council confirms the resolution in accordance with this Rule.
- 9.3 A meeting of the Board to confirm or revoke a resolution passed under Rule 9.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with Rule 9.4.
- 9.4 For the purposes of giving notice in accordance with Rule 9.3, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
  - (a) setting out the resolution of the Board and the grounds on which it is based; and
  - (b) stating that the Member, or his or her representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the Member that he or she may do one or both of the following:
    - (i) attend that meeting;
    - (ii) give to the Board before the date of that meeting a written

statement seeking the revocation of the resolution;

- (e) informing the Member that, if at that meeting, the Board confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Council in general meeting against the resolution.

9.5 At a meeting of the Board to confirm or revoke a resolution passed under Rule 9.1, the Board must:

- (a) give the Member, or his or her representative, an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the Member; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

9.6 If at the meeting of the Board, the Board confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Council in general meeting against the resolution.

9.7 If the Secretary receives a notice under Rule 9.6, he or she must notify the Board and the Board must convene a general meeting of the Council to be held within 21 days after the date on which the Secretary received the notice.

9.8 At a general meeting of the Council convened under Rule 9.7:

- (a) no business other than the question of the appeal may be conducted; and
- (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) the Member, or his or her representative, must be given an opportunity to be heard; and
- (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

9.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the Members vote in person or by proxy in favour of the resolution. In any other case, the resolution is revoked.

## 10. **Disputes and Mediation**

10.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:

- (a) a Member and another Member; or
- (b) a Member and the Council.

10.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

10.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

- 10.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
    - (ii) in the case of a dispute between a Member and the Council, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice), or its successor.
- 10.5 Subject to Rule 10.6 a Member can be a mediator.
- 10.6 The mediator cannot be a Member who is a party to the dispute.
- 10.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 10.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 10.9 The mediator must not determine the dispute.
- 10.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
11. **Annual General Meetings**
- 11.1 The Council shall in each calendar year convene an Annual General Meeting of its Members.
- 11.2 Subject to Rule 11.4, the Board may determine the date, time and place of the Annual General Meeting of the Council.
- 11.3 The notice conveying the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 11.4 Each Annual General Meeting must be held within five months after the end of the Financial Year.
- 11.5 The ordinary business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
  - (b) to receive from the Board reports upon the transactions of the Council during the last preceding Financial Year;
  - (c) to elect Board Members;

- (d) to call for nominations and make available the terms of reference for the Youth Reference Group which have previously been determined by the Board;
- (e) to call for nominations and make available the terms of reference for the Policy Advisory Group which have previously been determined by the Board;
- (f) to receive and consider the statement submitted by the Council in accordance with section 30(3) of the Act; and
- (g) to appoint or institute proceedings for the appointment for an auditor for the ensuing Financial Year.

11.6 The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

## 12. **Special General Meetings**

- 12.1 In addition to the Annual General Meeting, any other general meeting may be held in the same year.
- 12.2 All general meetings other than the Annual General Meeting are Special General Meetings.
- 12.3 The Board may, whenever it thinks fit, convene a Special General Meeting of the Council.
- 12.4 If, but for this Rule, more than 15 months would elapse between Annual General Meetings, the Board must convene a Special General Meeting before the expiration of that period.
- 12.5 The Board must, on the request in writing of Members representing not less than 5 per cent of the total number of Members, convene a Special General Meeting of the Council.
- 12.6 The request for a Special General Meeting must:
- (a) state the objects of the meeting; and
  - (b) be signed by the Members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- 12.7 If the Board does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- 12.8 A Special General Meeting convened by Members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Council to the person or persons incurring the expenses.

## 13. **Special Business**

- 13.1 All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the

Rules as ordinary business of the Annual General Meeting, is deemed to be special business.

#### 14. **Notice of General Meetings**

14.1 The Secretary of the Council, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Council, (whether it be an Annual General Meeting or a Special General Meeting) must cause to be sent to each Member, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

14.2 The notice may be sent:

- (a) by prepaid post to the address appearing in the register of Members; or
- (b) if the Member requests, by facsimile transmission or electronic transmission.

14.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

14.4 A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting after the receipt of the notification.

#### 15. **Quorum at General Meetings**

15.1 No item of business may be conducted at a general meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.

15.2 Fifteen Members either personally present or present by proxy (being Members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

15.3 If, within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present:

- (a) in the case of a meeting convened upon the request of Members - the meeting must be dissolved; and
- (b) in any other case - the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.

15.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members personally present or present by proxy, being not less than ten, shall be a quorum and in the event that ten Members are not personally present or present by proxy the meeting shall be dissolved.

#### 16. **Chairing at General Meetings**

16.1 The chairperson, or in the chairperson's absence, the deputy-chairperson, shall preside as chairperson at each general meeting of the Council.

16.2 If the chairperson and the deputy-chairperson are absent from a general meeting, or

are unable to preside, the Members present must select one of their number to preside as chairperson for that meeting.

## 17. **Adjournment of Meetings**

- 17.1 The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- 17.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 17.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 14.
- 17.4 Except as provided in Rule 17.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## 18. **Voting at General Meetings**

- 18.1 Subject to Rule 18.4, upon any question arising at a general meeting of the Council, the following classes of membership have the following number of votes ascribed to them:
- (a) Individual Member- one vote;
  - (b) Organisational Member- two votes;
  - (c) Additional Member- one vote; and
  - (d) Associate Member- no vote.
- 18.2 All votes must be given personally or by proxy.
- 18.3 In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 18.4 Only Individual Members, Organisational Members or Additional Members who have paid all monies due and payable by the Member to the Council are entitled to vote at a general meeting.
- 18.5 Notwithstanding that Associate Members shall not be entitled to vote, they may speak to any resolution.
- 18.6 The maximum votes of any one single legal entity (organisational and it's additional members) shall be capped at 8 votes.

## 19. **Poll at General Meetings**

- 19.1 If at a meeting a poll or any question is demanded by not less than three Members, it must be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 19.2 A poll that is demanded on the election of a chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the chairperson may direct.

20. **Manner of Determining whether Resolution Carried**

20.1 If a question arising at a general meeting of the Council is determined on a show of hands:

(a) a declaration by the chairperson that a resolution has been:

- (i) carried; or
- (ii) carried unanimously; or
- (iii) carried by a particular majority; or
- (iv) lost; and

(b) an entry to that effect in the minute book of the Council,

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

21. **Proxies and Representatives**

21.1 Each Member is entitled to appoint another Member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

21.2 The notice appointing the proxy must be:

- (a) for a meeting of the Council convened under Rule 9.7, in the form set out in Appendix 2; or
- (b) in any other case, in the form set out in Appendix 3.

21.3 An Organisational Member, Additional Member or Associate Member may appoint an individual as a representative to exercise all or any of the powers the Organisational Member, Additional Member or Associate Member (as the case may be) may exercise at general meetings of the Council provided that it does so in writing prior to the relevant general meeting.

22. **Board of Governance**

22.1 The affairs of the Council shall be managed by the Board of Governance.

22.2 The Board:

- (a) shall control and manage the business and affairs of the Council; and
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Council other than those powers and functions that are required by these Rules to be exercised by a general meeting of the Members; and
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the Council.

22.3 The Board shall consist of a minimum of six and maximum of ten individuals and must include:

- (a) Up to five Young People, including the Young Media Spokesperson elected

under Rule 26; and

(b) one Rural Person.

22.4 A Board Member must be a Member of the Council eligible to vote at a general meeting.

22.5 A Board Member must disclose a conflict of interest in accordance with the Council's conflicts of interest policy as promulgated by the Board under Rule 43.1 from time to time.

22.6 A person is a Young Person for the purpose of Rule 22.3 even if that person turns 26 years old following the date of his or her appointment as a Board Member and during his or her term of appointment.

### 23. **Appointment of Board Members**

23.1 Subject to these Rules and in particular Rules 22.6 and 25.8, each Board Member shall hold office until the second Annual General Meeting next following the date of election but, subject to Rule 22.3, is eligible for re-election.

23.2 In the event of a casual vacancy occurring in the office of a member of the Board, the Board may appoint a Member to fill the vacancy and that Member appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

### 24. **Election of Board Members (Except the Young Media Spokesperson)**

24.1 Nominations of candidates for election as Board Members, with the exception of the Young Media Spokesperson must be:

(a) made in writing, signed by two Members and accompanied by the written consent of the candidate which may be endorsed on the form of the nomination; and

(b) delivered to the Secretary not less than fourteen days before the day fixed for the holding of the Annual General Meeting.

24.2 If insufficient nominations are received to fill all vacancies in the Board, the candidates nominated shall be deemed to be elected provided that Rule 22.3 is complied with and the vacancies will be treated by the Board as casual vacancies in accordance with Rule 23.2.

24.3 If the number of nominations received is equal to the number of vacancies to be filled in the Board, the persons nominated shall be deemed to be elected provided that Rule 22.3 is complied with.

24.4 If the number of nominations exceeds the number of vacancies to be filled in the Board, a ballot must be held.

24.5 The ballot for the election of Board Members must be conducted at the Annual General Meeting in such manner as decided by the Board at their final meeting prior to the Annual General Meeting.

### 25. **Election of Officers (Except the Young Meida Spokesperson)**

25.1 There shall be appointed Board Members to hold the following offices of the Board:

(a) a chairperson;

- (b) a deputy chairperson; and
- (c) a treasurer,

25.2 The Officers, with the exception of the Young Media Spokesperson will be appointed by the Board Members annually at the first meeting of the Board which shall not be more than 14 days after the last to occur of the Annual General Meeting being held or after which this Constitution has been adopted, (having been approved by the Council and the Registrar). In the event that the Board Members are unable to determine the Officers, a Special General Meeting will be convened to do so.

25.3 A Secretary shall attend all meetings of the Board and will assist the Board in its operation. Although an officeholder of the Council, the Secretary will have no vote at meetings of the Board and will not be regarded as an Officer for the purposes of this Constitution.

25.4 Subject to these Rules and to the person continuing to be a Board Member, each Officer appointed under rule 25.2 shall hold an office for a period of two years.

25.5 A candidate may only perform the duties of one office.

## 26. **Election of Young Media Spokesperson**

26.1 Nominations of candidates for election as Young Media Spokesperson, must be:

- (a) made in writing, signed by two Members and accompanied by the written consent of the candidate which may be endorsed on the form of the nomination; and
- (b) delivered to the Secretary not less than fourteen days before the day fixed for the holding of the Annual General Meeting.

26.2 Unless the Board otherwise determines, the nominees must be Young People.

26.3 If a nominee is elected at the Annual General Meeting by the Members, the nominee shall be deemed to be elected to the position of Young Media Spokesperson.

26.4 If a person is not elected at the Annual General Meeting, the office of Young Media Spokesperson shall be declared vacant and will be filled in accordance with rule 24.2.

26.5 Subject to these rules the Young Media Spokesperson shall hold office until the next Annual General Meeting following election but be eligible for re-election.

## 27. **Vacancies**

The position of a Board Member becomes vacant if the Board Member:

- (a) dies, becomes incapacitated or ceases to be a Member;
- (b) becomes an insolvent within the meaning of the *Corporations Act 2001* (Cth);
- (c) becomes bankrupt within the meaning of the *Bankruptcy Act 1966* (Cth);
- (d) enters into arrangements with creditors without sequestration within the meaning of Part X of the *Bankruptcy Act 1966* (Cth);
- (e) enters into a deed or agreement with creditors to compromise debts;

- (f) becomes wound up or liquidated;
- (g) enters into receivership;
- (h) enters into voluntary administration;
- (i) enters into a deed of company arrangement
- (j) is wound up;
- (k) suffers or permits a controller, within the meaning of the *Corporations Act 2001* (Cth), to enter into possession or assume control of any portion of its assets or undertaking; or
- (l) resigns from office by notice in writing given to the Secretary.

## 28. **Proceedings of the Board**

- 28.1 The Board must meet at least six times in each year at such place and such times as the Board may determine.
- 28.2 Special meetings of the Board may be convened by the chairperson or by any four Board Members.
- 28.3 Any individual observer may be excluded from a meeting of the Board, or a meeting or meetings of the Board held in camera for a specified purpose or period, if a motion to that effect is carried by no less than two-thirds of those present and entitled to vote.
- 28.4 Unless the Board otherwise determines, an observer must be a Member.

## 29. **Notice of Board Meetings**

- 29.1 Written notice of each Board meeting must be given to each Board Member at least two business days before the date of the meeting.
- 29.2 Written notice must be given to Board Members of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting unless the majority of the Board so determine.

## 30. **Quorum for Board Meetings**

- 30.1 Any four Board Members constitute a quorum for the conduct of the business of a meeting of the Board.
- 30.2 No business may be conducted unless a quorum is present.
- 30.3 If within half an hour of the time appointed for the meeting a quorum is not present:
  - (a) in the case of a special meeting, the meeting lapses;
  - (b) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 30.4 The Board may act notwithstanding any vacancy on the Board.

## 31. **Chairing at Board Meetings**

- 31.1 At meetings of the Board:
  - (a) the chairperson or, in the chairperson's absence, the deputy-chairperson

shall preside; or

- (b) if the chairperson and the deputy-chairperson are absent, or are unable to chair, the Board Members present must choose one of their number to chair.

## 32. **Voting at Board Meetings**

32.1 Questions arising at a meeting of the Board, or at a meeting of any sub-group appointed by the Board, shall be determined on a show of hands or, if a Board Member requests, by a poll taken in such manner as the person chairing at that meeting may determine.

32.2 Each Board Member specified in Rule 22.3 present at a meeting of the Board, or at a meeting of any sub-group appointed by the Board including the person chairing at the meeting is entitled to one vote and, in the event of an equality of votes on any question, the person chairing may exercise a second or casting vote.

## 33. **Conflict of Interest**

33.1 A Board Member must disclose a conflict of interest in accordance with the Council's Conflicts of Interest Policy as promulgated by the Board under Rule 43.1 from time to time.

## 34. **Removal of Board Member**

34.1 The Council in general meeting may, by resolution, remove any Board Member before the expiration of the Board Member's term of office and appoint another Board Member in his or her place to hold office until the expiration of the term of the first-mentioned Board Member.

34.2 A Board Member who is the subject of a proposed resolution referred to in Rule 34.1 may make representations in writing to the Secretary or chairperson of the Council (not exceeding a reasonable length) and may request that the representations be provided to the Members.

34.3 The Secretary or the chairperson may give a copy of the representations to each Member or, if they are not so given, the member may require that they be read out at the meeting.

34.4 The position of any Board Member absent for three consecutive meetings or for a total of four meetings in a year, without leave of absence shall automatically become vacant. Acceptance of an apology shall be deemed grant of such leave.

## 35. **Establishment of and Appointment to the Policy Advisory Group and Youth Reference Group**

35.1 The membership of the Policy Advisory Group and Youth Reference Group will be established annually by the Board, from the nominations received at the Annual General meeting, at their first meeting following the Annual General Meeting in accordance with this Rule 35.

35.2 There shall be no more than 15 and no less than 6 members of the Policy Advisory Group.

35.3 There shall be no more than 15 and no less than 6 members of the Youth Reference Group.

35.4 Members of the Youth Reference Group will be Young People at the time of the

Annual General Meeting.

- 35.5 The terms of reference for the Policy Advisory Group and Youth Reference Group will be set annually by the Board prior to the Annual General Meeting and be made available at the Annual General Meeting.
- 35.6 The role of the Policy Advisory Group and the Youth Reference Group is to:
- (a) provide advice to the Board;
  - (b) assess the current policy setting;
  - (c) develop policy initiatives;
  - (d) actively participate and work with the membership;
  - (e) communicate with the youth sector in the policy arena;
  - (f) act upon recommendations from the Board.
- 35.7 Appointment to the Policy Advisory Group and the Youth Reference Group will be made by the Board following a call for nominations from Members at the Annual General Meeting. The Board then has the power to accept or decline these nominations and co-opt Members on to these Groups drawing upon the expertise and interests of Members.
- 35.8 Members of the Policy Advisory Group and the Youth Reference Group must be Members eligible to vote at a general meeting.
- 35.9 Questions arising at meetings of the Policy Advisory Group or Youth Reference Group shall be determined on a show of hands or if demanded by a member, by a poll taken in such manner as the person chairing at the meeting may determine.
- 35.10 Each member present at the meeting of the Policy Advisory Group or Youth Reference Group (including the person chairing at the meeting) is entitled to one vote and in the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 35.11 Members of the Policy Advisory Group or Youth Reference Group must disclose a conflict of interest in accordance with the Council's Conflicts of Interest Policy as promulgated by the Board under rule 43.1 of this Constitution from time to time.
- 35.12 A member of the Policy Advisory Group or Youth Reference Group who has a conflict of interest in accordance with the Council's Conflicts of Interest Policy must not take part in any decision of the Policy Advisory Group or Youth Reference Group with respect to that conflict of interest.
36. **Public Officer**
- 36.1 Where the office of public officer of the Council becomes vacant, the Council shall within fourteen days after the vacancy arises, appoint a person to fill the vacancy.
- 36.2 A person is incapable of being appointed as a public officer of the Council unless:
- (a) she or he has attained the age of eighteen years; and
  - (b) she or he is resident in the State.
- 36.3 The acts of a public officer are not invalid by reason of any defect that may be discovered in his or her appointment or qualification.

- 36.4 The public officer may hold any other office on the Board.
- 36.5 The Council may remove a public officer from his or her office.
- 36.6 The office of public officer of the Council becomes vacant if the person holding that office:
- (a) dies;
  - (b) resigns his or her office by writing under his or her hand addressed to the Board;
  - (c) is removed from office by the Council;
  - (d) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors or makes an assignment of his or her estate for their benefit;
  - (e) become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (f) ceases to be resident in this State.
- 36.7 The public officer of the Council shall, within fourteen days after his or her appointment, give notice in the prescribed form to the Registrar of his or her appointment and of his or her full name and address in Victoria, together with the prescribed fee (if any).
37. **Minutes of Meetings**
- 37.1 The Secretary must keep minutes of the resolutions and proceedings of each general meeting, and each Board meeting together with a record of the names of persons present at these meetings.
- 37.2 The Policy Advisory Group and Youth Reference Group will each appoint a member from their group to keep minutes of the resolutions and proceedings of each of their meetings and a record of persons present at these meetings.
38. **Funds**
- 38.1 The treasurer of the Council must:
- (a) collect and receive all monies due to the Council and make all payments authorised by the Council; and
  - (b) keep correct accounts and books showing the financial affairs of the Council with full details of all receipts and expenditure connected with the activities of the Council.
- 38.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by two people deemed by the Board to be a signatory.
- 38.3 The funds of the Council shall be derived from, annual subscriptions, grants, donations and such other sources as the Board determines.
- 38.4 The assets and income of the organisation shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Council.

39. **Seal**

39.1 The common seal of the Council must be kept in the custody of the Secretary.

39.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two Board Members or, of one Board Member and the public officer of the Council.

40. **Notice to Members**

40.1 Except for the requirement in Rule 14, any notice that is required to be given to a Member, by or on behalf of the Council, under these Rules may be given by:

- (a) delivering the notice to the Member personally; or
- (b) sending it by prepaid post addressed to the Member at that member's address shown in the register of Members; or
- (c) facsimile transmission to the last number specified by the Member to the Secretary, in writing if the Member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission to the last electronic address specified by the Member to the Secretary in writing, if the Member has requested that the notice be given to him or her in this manner.

40.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person on the second day after it is posted.

41. **Winding Up**

41.1 The Council shall not be dissolved or wound up except by special resolution at a Special General Meeting of members called especially for that purpose.

41.2 If upon a winding up or dissolution of the Council there remains after satisfaction of all debts and liabilities, any assets or property whatsoever the same shall not be paid or distributed to any Member but shall, subject to the Act, be given to:

- (a) an organisation having similar purposes to the Council and prohibiting the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Council under these Rules; or
- (b) an organisation which is charitable at law and which prohibits the distribution of its income and property amongst its Members to an extent at least as great as is conferred on the Council under these Rules.

42. **Custody and Inspection of Books and Records**

42.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Council.

42.2 The treasurer shall keep, or cause to be kept, correct accounts and books showing the financial affairs of the Council with full details of all receipts and expenditure connected with the activities of the Council. The treasurer shall ensure a financial report is regularly presented to meetings of the Board.

42.3 Members may not inspect the records of the Council that relate to personal, employment, contractual and legal matters that are of a confidential nature.

42.4 Except in circumstances described in Rule 42.3 all accounts, books, securities and any other relevant documents of the Council shall be available for inspection free of charge by all Members upon request.

43. **Policies**

43.1 The Board may promulgate policies governing the day to day activities of the Council, and may vary and interpret policies.

44. **Rules to be made available to Members**

44.1 The Council must make a copy of its Constitution available for inspection at any reasonable time by a Member at the request of that Member.

## APPENDIX 1

### APPLICATION FOR MEMBERSHIP OF YOUTH AFFAIRS COUNCIL OF VICTORIA (INC)

Title

First Name

Surname

Position

Organisation Name

Approx No of members in organisation

Address

Suburb/Town

State

Postcode

Phone Number

Fax Number

Mobile

Email

Website address

I/We agree to the purpose and objectives listed and hereby **renew/apply** for membership to the Youth Affairs Council of Victoria Inc.

Signature

Date

#### Membership

##### *Organisational*

- Member with annual income less than \$[ ] - \$[ ]
- Member with annual income above \$[ ] - \$[ ]
- Associate Member (no voting rights) - \$[ ]
- Additional Member - \$[ ]

##### *Individual*

- Member- \$[ ]
- Member - Concession- \$[ ]
- Member - Young Person (12 -25 inclusive)- \$[ ]

**If you are under 25 and would like to be involved in our youth consultation processes tick here**

#### Vision Statement

Our vision is for a Victorian Community that values and provides opportunity, participation, justice and equity for all young people.

#### Purpose

The Purpose of the Council is to raise awareness of issues of concern to young people in Victoria and to achieve a more equitable distribution of power and resources to young people, recognising differences between groups of young people in terms of their access to such power and resources.

#### Objectives

The Objects of the Council shall be:

- To benefit the community at large by fulfilling the role of a peak body on issues of concern to young people in Victoria.

- To provide a focus for organisations and individuals to share perspectives on youth affairs issues. Such organisations and individuals shall be those who support the Council's Statement of Purpose and may be involved in the provision of charitable services directly to young people.
- To provide a forum in which young people in Victoria and organisations can make contact with one another. This may include promotion of the activities, facilities and undertakings of organisations as they affect young people in Victoria.
- To conduct research into the issues of concern to young people in Victoria to facilitate these issues in becoming known to the wider community.
- To provide direct support to organisations and individuals by providing an information and resource base which will:
  - (i) assist groups of young people working on issues of concern to them;
  - (ii) assist service providers to increase their effectiveness; and
  - (iii) inform the community about issues affecting young people.
- To provide assistance to young people in order to enable them to participate meaningfully in the various processes which formulate and implement social policy in Victoria.
- Having regard to the above Objects and to the Statement of Purpose:
  - (i) to monitor developments in legislative and non-legislative structures impacting on young people; and
  - (ii) to gather views on issues affecting young people from organisations and individuals throughout the community in order to represent those views to the appropriate bodies from time to time; and
  - (iii) to make the above-mentioned developments and views, their impacts and results known to the wider community.

**APPENDIX 2**

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF  
YOUTH AFFAIRS COUNCIL OF VICTORIA (INC)  
CONVENED UNDER RULE 9.7**

I,  
(name) .....

of  
(address) .....

being a current member of Youth Affairs Council of Victoria (Inc)

appoint  
(name of proxy holder) .....

of  
(address of proxy holder) .....

being a current member of the Youth Affairs Council of Victoria (Inc), as my proxy to vote for me on my behalf at the appeal to the general meeting of the Council convened under rule 9.7, to be held on-

(date of meeting) .....

and at any adjournment of that meeting. I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (*insert details of resolution passed under rule 9.1*).

.....

Signed .....

Date .....

**APPENDIX 3**

**FORM OF APPOINTMENT OF PROXY**

I,  
(name) .....

of  
(address) .....

being a current member of Youth Affairs Council of Victoria (Inc)

appoint  
(name of proxy holder) .....

of  
(address of proxy holder) .....

being a current member of the Youth Affairs Council of Victoria (Inc), as my proxy to vote for me on my behalf at the annual/special\*general meeting of the Council to be held on-

(date of meeting) .....

and at any adjournment of that meeting. My proxy is authorised to vote in favour/against\* following resolution (insert details of resolution).

.....

Signed .....

Date .....

*\*Delete as applicable*