



Constitution of the Australian Youth Affairs Coalition

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PREAMBLE

The Australian Youth Affairs Coalition (**AYAC**) is the national peak body for young people aged 12–26 and the sector that supports them. As a member-driven organisation, we unite a powerful coalition of young people, youth sector workers, communities, organisations, and decision-makers to create meaningful change for young people.

We commit ourselves to including young people, in their diversity, to inform all policies and decisions of AYAC. We acknowledge the development of a diversity of youth participation processes and commit to drawing on existing community support and developing new mechanisms to ensure young people contribute to policy, governance, representation, and all other aspects of AYAC's activities.

PART 1 – PRELIMINARY

1.1 Name

The name of the association is the Australian Youth Affairs Coalition Incorporated.

1.2 Purpose and powers

1.2.1 The Coalition is a not-for-profit incorporated association which is established to be, and to continue as, a Charity.

1.2.2 The Coalition is established for the following charitable Purpose:

- (a) promoting and protecting the human rights of young people;
- (b) promoting respect, tolerance, and inclusion of young people;
- (c) advancing education by providing leadership training, support, and opportunities to young people;
- (d) advancing the health and welfare of young people; and
- (e) promoting laws, policies and practices which advance charitable purposes for the benefit of young people.

The Coalition pursues the Purpose by advocating on behalf of and representing the needs of Australian young people and the sector that supports them to decision makers, media and other avenues and representing and promoting the rights and interests of young people.

1.2.3 Solely to carry out Purpose, the Coalition may exercise all the powers of an incorporated association under the Act.

1.3 Not-for-profit

1.3.1 The income and property of the Coalition must be applied solely towards the Purpose.

1.3.2 No part of the income or property of the Coalition may be paid or transferred directly or indirectly to Members by way of dividend, bonus or other profit distribution in their

capacity as Members.

1.3.3 Board Members must not be paid a Board Member fee.

1.3.4 Clause 1.4.2 and 1.4.3 does not stop the Coalition from making a payment:

- (a) to a Member for goods or services provided or expenses properly incurred at fair and reasonable rates or rates more favourable to the Coalition;
- (b) to a Member in carrying out the Coalition's Purpose;
- (c) of premiums for insurance indemnifying Board Members to the extent allowed for by law and this Constitution; or
- (d) with the prior approval of the Board, to a Board Member:
 - (i) for work they do for the Coalition, if the amount is no more than a reasonable fee for the work done; or
 - (ii) as reimbursement for reasonable out-of-pocket expenses properly incurred in performing a duty as a Board Member.

PART 2 – MEMBERSHIP

2.1 General

The Coalition must have at least five (5) Members.

2.2 Eligibility

Membership of the Coalition is open to anyone who meets the eligibility criteria in Schedule A.

2.3 Membership Classes

2.3.1 The Coalition will have the Membership Classes set out in Schedule A.

2.3.2 The rights and obligations of Members in each Membership Class are as set out in Schedule A.

2.4 Application for Membership

2.4.1 An application for membership of the Coalition must be:

- (a) made in writing in the form approved by the Board, specifying the category of membership sought;
- (b) signed by the individual applying for membership; and
- (c) submitted to the Secretary.

2.4.2 If Organisational Membership is sought, the application for membership must be signed by an authorised person of the organisation.

2.5 Admission

- 2.5.1 The Secretary must refer all applications for membership for consideration by the Board at the next available Board Meeting. The Board must consider and resolve whether to accept or reject the application.
- 2.5.2 The Board does not have to give reasons for accepting or rejecting any application.
- 2.5.3 If the application is accepted by the Board the Secretary must, as soon as possible:
- (a) inform the applicant of the outcome and provide a notice of payment requesting that the applicant pay the joining fee or the Annual Membership Fee (as relevant) referred to in clause 2.6 within twenty-eight (28) days;
 - (b) enter the applicant's details into the Register of Members, subject to the payment of the joining fee or the Annual Membership Fee (if any); and
 - (c) notify the applicant in writing of the date their membership commenced.
- 2.5.4 If the Board rejects an application, the Secretary must notify the applicant in writing of the rejection as soon as possible.
- 2.5.5 A person becomes a Member when their name is entered into the Register of Members.

2.6 Joining fee and Annual Membership Fee

- 2.6.1 The Board may determine the amount of the Annual Membership Fee from time to time.
- 2.6.2 The Board may determine that any new Member who joins after the start of a financial year must, for that financial year, pay a joining fee equal to:
- (a) the full Annual Membership Fee;
 - (b) a pro rata Annual Membership Fee based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Board.
- 2.6.3 The Annual Membership Fee is due and payable on 1 July each year.
- 2.6.4 The rights of a Member (including the right to vote) who has not paid the Annual Membership Fee by the due date are suspended until it is paid.
- 2.6.5 If a Member does not pay their Annual Membership Fee within twenty-eight (28) days of receiving a notice of payment from the Coalition, the Member is deemed to have resigned their membership.
- 2.6.6 Life Members are exempt from paying an Annual Membership Fee and joining fee.

2.7 Register of Members

- 2.7.1 The Secretary must maintain a Register of Members of the Coalition which records:
- (a) for each current Member - the Member's name, address, email address, membership class, and date of admission to membership; and

- (b) for each person who ceased to be a Member – the person's name and the date on which the person ceased to be a Member. The Secretary must remove all information other than the name of the person and the date on which the person ceased to be a Member as soon as possible.
- 2.7.2 Notices may be served on a Member at their address in the Register of Members.
- 2.7.3 The Coalition must give Members access to the Register of Members in accordance with the Act.
- 2.7.4 Information that is accessed from the Register of Members must only be used in accordance with the Act.

2.8 Membership Entitlements are Non-Transferable

Any right, privilege, or obligation that an individual or organisation has as a Member:

- (a) cannot be transferred to another individual or organisation; and
- (b) ends when the individual or organisation is no longer a Member.

2.9 Cessation of Membership

- 2.9.1 A person ceases to be a Member on:
 - (a) resignation in accordance with clause 2.10;
 - (b) cancellation of member in accordance with clause 2.13.2(d);
 - (c) deemed resignation in accordance with clause 2.6.5;
 - (d) the Board deeming, in its sole discretion, the Member to be an untraceable Member because the person has not responded to correspondence within sixty (60) days;
 - (e) failing to satisfy the relevant eligibility requirements for the Member's Membership Class and the membership not being transferred to another Membership Class;
 - (f) in the case of a person:
 - (i) death;
 - (ii) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
 - (iii) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law related to mental health; or
 - (g) in the case of a body corporate:
 - (i) being dissolved or otherwise ceasing to exist;

- (ii) having a liquidator or provisional liquidator appointed to it; or
 - (iii) being insolvent.
- (h) A Member whose membership is terminated will be liable for all monies due by that Member to the Coalition.
- (i) The Board may, in its sole discretion, refund all or part of any joining fee or Annual Membership Fee in the event of a person ceasing to be a Member, either on a pro rata basis or otherwise.
- (j) There will be no liability for any loss or injury suffered by a Member as a result of any decision made in good faith to remove a Member from the Register of Members under this clause.
- (k) Any person who for any reason ceases to be a Member must not represent themselves in any manner as being a Member.

2.10 Membership Resignation

- 2.10.1 A Member can only resign in accordance with this clause.
- 2.10.2 A Member who wishes to resign must provide at least one month's notice to the Secretary (unless a shorter notice period is determined by the Board). The resignation will take effect and the person will cease to be a Member on the expiration of the notice period.

2.11 Organisational Member representative

- 2.11.1 An Organisational Member must appoint an individual as its representative. The appointment may be a standing one.
- 2.11.2 A representative may exercise any and all powers of the Member unless the appointment specifies otherwise.
- 2.11.3 The appointment may be made by reference to a position held.
- 2.11.4 An Organisational Member may appoint more than one representative but only one representative:
 - (a) may exercise the Member's powers at any one time; and
 - (b) may be counted for the purposes of determining a quorum.

2.12 Members' Liabilities

A Member's responsibility to contribute to paying the debts, liabilities, or winding-up costs of the Coalition is limited to any unpaid joining fee or Annual Membership Fee.

2.13 Disciplining of Members

- 2.13.1 If the Board determines that a Member:
 - (a) has consistently refused or neglected to comply with the clauses in this Constitution; or

- (b) has deliberately acted in a way that harms the Coalition's interests or values,

the Board may take Disciplinary Action against the Member in accordance with this clause 2.13 if there are sufficient grounds to do so.
- 2.13.2 The Disciplinary Action taken by the Board under clause 2.13.1 is limited to:
 - (a) demoting the Member to a Membership Class with fewer rights and privileges;
 - (b) suspending the Member's entitlement to exercise some or all of the Member's rights and privileges for a stated period;
 - (c) suspending the Member's membership for a set period; and
 - (d) cancelling the Member's membership and disqualifying the Member from applying for membership for a set period.
- 2.13.3 The Board can only resolve to take Disciplinary Action against a Member at a Board meeting.
- 2.13.4 If the Board intends to consider a resolution to take Disciplinary Action against a Member, the Board must appoint a Decision-Maker. The Decision-Maker appointed by the Board under this clause 2.13.4 must:
 - (a) be unbiased;
 - (b) not be a current or former Member; and
 - (c) not have a personal interest in the Disciplinary Action.
- 2.13.5 The Board must provide the Decision-Maker with the following written information:
 - (a) the name and contact details of the Member who is the subject of the Disciplinary Action;
 - (b) the nature of the Disciplinary Action; and
 - (c) the grounds for the Disciplinary Action.
- 2.13.6 As soon as practicable after appointing the Decision-Maker, the Board must give written notice to the Member which sets out the following matters:
 - (a) information about the Disciplinary Action;
 - (b) the grounds for the Disciplinary Action;
 - (c) the name and contact details of the Decision-Maker; and
 - (d) information about the disciplinary procedure.
- 2.13.7 Before determining the outcome of the Disciplinary Action, the Decision-Maker must invite the Member to make written or oral submissions (or both) about the dispute. The invitation must state that the Decision-Maker is inviting the Member to make:
 - (a) written submissions – that written submissions (if any) must be made within

seven (7) days of the date of the invitation (the "**Discipline Submission Period**"); and

- (b) oral submissions – that oral submissions (if any) must be made on an agreed day and time within the Discipline Submission Period.
- 2.13.8 As soon as practicable after the Discipline Submission Period has ended, the Decision-Maker must:
- (a) consider any submissions;
 - (b) determine the outcome of the dispute; and
 - (c) give the Member and the Board a written notice (the "**Discipline Dispute Decision**") that states:
 - (i) the outcome;
 - (ii) the reasons for the outcome; and
 - (iii) if the Decision-Maker decides to take Disciplinary Action, the day the Disciplinary Action takes effect.
- 2.13.9 If the Decision-Maker decides to take Disciplinary Action against a Member, the Secretary must:
- (a) if the Member's membership is cancelled, remove information about the Member from the Register of Members; or
 - (b) in any other case, record the details of the Disciplinary Action in the Register of Members.
- 2.13.10 If the Decision-Maker decides to suspend the Member's membership for a stated period, the person is taken not to be a Member of the Coalition for the period of suspension.
- 2.13.11 The Board may by resolution, decide to stop any Disciplinary Action against a Member at any time before the Decision-Maker makes a Discipline Dispute Decision.
- 2.13.12 If the Board passes a resolution under clause 2.13.11, the Board must give written notice to the Member and the Decision-Maker, stating:
- (a) that the Board has decided to stop the Disciplinary Action against the Member; and
 - (b) the reasons for the Board's decision to stop the disciplinary procedure.
- 2.13.13 If a Decision-Maker makes a Disciplinary Action decision in relation to a Member, no further Disciplinary Action may be proposed or taken against the Member in relation to the conduct set out in the written notice given to the Member under clause 2.13.6.

2.14 Dispute Resolution

- 2.14.1 The dispute resolution procedure in this clause will apply to a dispute under this Constitution between:

- (a) one or more Members;
 - (b) one or more Board Members; and
 - (c) a Member and the Board (other than in relation to a Disciplinary Action taken under clause 2.13.1).
- 2.14.2 A Member may appoint any person to act on their behalf in a dispute under this clause 2.14.
- 2.14.3 The Parties to a dispute must attempt to resolve the dispute by agreement between themselves.
- 2.14.4 A Party to the dispute may ask the Board to help the Parties to resolve the dispute by agreement if:
 - (a) the Board is not a Party to the dispute; and
 - (b) the Parties are unable to resolve the dispute between themselves.
- 2.14.5 If the Parties to a dispute are unable to resolve the dispute by agreement under clauses 2.14.3 or 2.14.4, any Party to the dispute may start the dispute resolution process by providing written notice to the Board or the Board Members that are not a party to the dispute (the "**Dispute Notice**"), which must:
 - (a) include the names and contact details of the Parties to the dispute;
 - (b) include a brief summary of the matters in dispute citing any relevant provisions of the Act and the Constitution (the "**Dispute Summary**"); and
 - (c) briefly state the steps the Parties have taken to resolve the dispute.
- 2.14.6 As soon as practicable after receiving a Dispute Notice, the Board must appoint a Decision-Maker and provide the Decision-Maker with a copy of the Dispute Notice. The Decision-Maker appointed under this clause 2.14.6 must:
 - (a) be unbiased;
 - (b) not be a current or former Member; and
 - (c) not have a personal interest in the dispute.
- 2.14.7 As soon as practicable after a Decision-Maker is appointed, the Secretary (or the Chair if the Secretary is a Party to the dispute) must give written notice to each Party to the dispute, which must include:
 - (a) a copy of the Dispute Summary for the dispute;
 - (b) the name and contact details of the Decision-Maker; and
 - (c) information about the dispute resolution procedure.
- 2.14.8 Before determining the outcome of a dispute, the Decision-Maker must invite each Party to make written or oral submissions (or both) about the dispute. The invitation must state that the Decision-Maker is inviting the Parties to make:

- (a) written submissions – that written submissions (if any) must be made within 14 days of the date of the invitation (the "**General Submission Period**"); and
 - (b) oral submissions – that oral submissions (if any) must be made on an agreed day and time within the General Submission Period.
- 2.14.9 The Decision-Maker may attempt to resolve the dispute with the agreement of the Parties.
- 2.14.10 As soon as practicable after the General Submission Period has ended, the Decision-Maker must:
 - (a) consider any submissions;
 - (b) determine the outcome of the dispute;
 - (c) give the Parties to the dispute a written decision (the "**General Dispute Decision**") that states:
 - (i) the outcome; and
 - (ii) the reasons for the outcome; and
 - (d) give the Board (or the Board Members that are not a Party to the dispute) a copy of the General Dispute Decision, if the Board is not a Party to the dispute.
- 2.14.11 The Parties to a dispute may agree to end the dispute at any time before the Decision-Maker determines the outcome of the dispute.
- 2.14.12 If the Parties agree to end the dispute, the Parties must provide written notice to the following people as soon as practicable:
 - (a) if the Board is not a Party to the dispute, the Board; and
 - (b) if a Decision-Maker has been appointed for the dispute, the Decision-Maker.
- 2.14.13 The notice must state:
 - (a) that the Parties have agreed to end the dispute; and
 - (b) the reasons for the Parties ending the dispute.
- 2.14.14 If a Member has initiated a dispute resolution procedure under clause 2.13 against the Board, the Board must not begin any Disciplinary Action against the Member (or its representative) in accordance with clause 2.13.13 until:
 - (a) after the procedure in clause 2.15 is followed (if there is an appeal in accordance with clause 2.15.2); or
 - (b) at least eight (8) days after the General Dispute Decision is provided to the Parties.

2.15 Rights of Appeal

- 2.15.1 A Discipline Dispute Decision or a General Dispute Decision may only be set aside by a

Special Resolution of the Coalition.

- 2.15.2 A Party may appeal against a Discipline Dispute Decision or a General Dispute Decision within seven (7) days of the decision being served on the Party by lodging Secretary an appeal notice that states the grounds for the appeal with the Secretary (the "**Appeal Notice**").
- 2.15.3 A Party appealing a Discipline Dispute Decision or General Dispute Decision may, at any time before the appeal is determined, withdraw the appeal by giving written notice to the Secretary.
- 2.15.4 Within seven (7) days of receiving an Appeal Notice:
 - (a) the Secretary must give the Parties to the appeal a copy of the Appeal Notice; and
 - (b) the Board must call a general meeting to consider a Special Resolution about the appeal.
- 2.15.5 Subject to section 50 of the Act, at a general meeting of the Coalition convened under clause 4.6.5(b):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Parties shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the Members present must vote by secret ballot on whether the Discipline Dispute Decision or General Dispute Decision should be confirmed or revoked.
- 2.15.6 If the Members pass a Special Resolution in favour of the confirmation of the Discipline Dispute Decision or General Dispute Decision, that decision is final.

PART 3 – THE BOARD

3.1 Powers of the Board

- 3.1.1 The Board, subject to the Act, the Regulations, the ACNC Legislation, these clauses and to any resolution passed by the Coalition in a general meeting:
 - (a) are responsible for the governance of the Coalition and furthering the Purpose;
 - (b) shall control and manage the affairs of the Coalition;
 - (c) may exercise all such functions as may be exercised by the Coalition other than those functions that are required by these clauses to be exercised by the Coalition in general meeting;
 - (d) has power to perform all such acts and things that appear to the Board to be essential for the proper management of the business and affairs of the Coalition;
 - (e) may delegate any of its powers to one or more Board Members, the Chief Executive Officer, a Committee, an employee or any other person; and

- (f) may specify terms of the delegation (including the power to further delegate) and revoke a delegation.

3.2 Duties of Board Members

Board Members must comply with any duties imposed on them by the Act and with the duties described in governance standard 5 of the ACNC Legislation.

3.3 Composition

- 3.3.1 The Board must have at least six (6) and no more than nine (9) Elected Board Members with a maximum of eleven (11) including Co-opted Board Members.

- 3.3.2 Subject to the requirements of clause 3.3.3, the Board will comprise:

- (a) at least six (6) Board Members elected by the Members in accordance with clause 3.5 (**Elected Board Members**);
- (b) up to three (3) Board Members appointed by the Board in accordance with clause 3.5 (**Elected Board Members**); and
- (c) up to two (2) Co-opted Board Members appointed by the Board for specific skills and knowledge in accordance with clause 3.6 (**Co-Opted Board Members**).

- 3.3.3 At all times the Board must have:

- (a) at least two (2) Young People who are Elected Board Members; and
- (b) no more than three (3) Board Members from the same State or Territory in Australia.

- 3.3.4 The Chief Executive Officer Coalition may attend and speak at Board Meetings but is not a Board Member and may not vote.

3.4 Eligibility and Nomination

- 3.4.1 Any person committed to the Purpose is eligible to be a Board Member (and referred to as an “Eligible Person” throughout this Constitution) provided the person:

- (a) has consented in writing to be a Board Member;
- (b) has been an Individual Member or Youth Member of the Coalition for a minimum of three (3) months;
- (c) has not served as a Board Member continuously for more than two terms preceding the term for which they currently seek appointment;
- (d) has not been an elected federal representative or an advisor to an elected federal representative at any point in the twelve (12) months prior to the date of the Annual General Meeting at which they seek appointment;
- (e) has not been an employee of the Coalition at any point in the twelve (12) months prior to the date of the Annual General Meeting at which they seek appointment; and

- (f) the person is not ineligible to be a Board Member under:
 - (i) the *Corporations Act 2001* (Cth); or
 - (ii) the ACNC Legislation.
- 3.4.2 To be eligible to serve on the Board as a Young Person, the Young Person must be:
 - (a) an Eligible Person; and
 - (b) between the ages of eighteen (18) to twenty-six (26) at the time of their appointment.
- 3.5 Elected Board Members**
 - 3.5.1 Elections for vacant Board Member positions must be held in accordance with this clause 3.5.
 - 3.5.2 Where an election is required, the Chief Executive Officer shall act as the Returning Officer and will conduct an electronic ballot using a preferential (proportional representation) system.
 - 3.5.3 At least twenty-eight (28) days prior to the date of the Annual General Meeting, the Returning Officer must issue a notice to Members stating:
 - (a) the number of Elected Board Member vacancies that will arise on the Board at the Annual General Meeting; and
 - (b) that Voting Members may submit nominations of candidates for election as Elected Board Members.
 - 3.5.4 Nominations of candidates for election as Board Members:
 - (a) must be in writing in a form prescribed by the Secretary and include the consent of the nominee and the signature of at least one other Member of the Coalition (other than the nominee) who supports the nomination; and
 - (b) received by the Secretary no less than fourteen (14) days prior to the date of the Annual General Meeting.
 - 3.5.5 If the Secretary determines (in their sole discretion) that a nominee meets the eligibility criteria in clause 3.4 and the nomination requirements in clause 3.5.4, the nominee will become an approved candidate.
 - 3.5.6 If the number of nominations is equal to the number of Elected Board Member vacancies to be filled, the persons nominated shall be deemed to be elected.
 - 3.5.7 If the number of nominations exceeds the number of vacancies to be filled, an electronic ballot must be held. An electronic ballot shall be held in a manner determined by the Board subject to the following:
 - (a) Ballot papers must be provided to all Voting Members at least seven (7) days before the Annual General Meeting;
 - (b) The ballot shall be conducted as a secret ballot;

- (c) The ballot paper shall indicate the: name of each candidate with a square opposite their name; number of vacancies to be filled in the election and method of voting;
 - (d) The Returning Officer, or a person nominated by the Returning Officer, must draw by lot the order in which the names of the candidates for election appear on the ballot paper;
 - (e) Each Voting Member may number any number of boxes in preferential order;
 - (f) The method of counting the votes and ascertaining the result shall be the quota preferential (proportional representation) system;
 - (g) Only completed ballot papers received by the Returning Officer forty-eight (48) hours before the Annual General Meeting shall be counted.
- 3.5.8 The outcome of the election will be announced at the Annual General Meeting.
- 3.5.9 The Board is permitted to conduct an independent recruitment process to fill the Appointed Board Member vacancies.
- (a) Appointed Board Members will be recruited for the specific skills, knowledge and contribution the Board believes is necessary for the organisation.
 - (b) Upon appointment, the Secretary must issue a notice to the Members.

3.6 Co-Opted Board Members

The Board may appoint an Eligible Person to be a Co-Opted Board Member at any time.

3.7 Term of office

- 3.7.1 The Term of office of an Elected and Appointed Board Member:
- (a) is three years;
 - (b) commences at the end of the General Meeting at which they are elected; and
 - (c) expires at the third Annual General Meeting after the Elected Board Members election.
- 3.7.2 The Term of office of an Appointed Board Member:
- (a) is three years;
 - (b) commences at the Board Meeting at which they are appointed; and
 - (c) expires at the third Annual General Meeting after the Appointed Board Members appointment.
- 3.7.3 The Term of Office of a Co-Opted Board Member:
- (a) is one year;

- (b) commences at the Board Meeting at which they are appointed; and
 - (c) expires at the earlier of the expiration of the one year term or the first Annual General Meeting following the Appointed Board Member's appointment.
- 3.7.4 All Board Members are only eligible to serve a maximum of nine consecutive years (three consecutive terms).

3.8 Appointment to fill a casual vacancy

- 3.8.1 The Board may appoint an Eligible Person to fill a casual vacancy.
- 3.8.2 All appointments to fill a casual vacancy must meet the eligibility criteria in clause 3.4.

3.9 Vacancies

- 3.9.1 For the purposes of these clauses, a vacancy in the office of the Board occurs if a Board Member:
- (a) dies;
 - (b) ceases to be a Member;
 - (c) is a representative of an Organisational Member and the Member they represent:
 - (i) notifies the Coalition that the Board Member is no longer a Representative; or
 - (ii) ceases to be a Member.
 - (d) resigns by notice in writing to the Secretary;
 - (e) is removed from office pursuant to clause 3.13.9;
 - (f) is absent without providing due notice to the Board from three (3) consecutive meetings of the Board;
 - (g) suffers from mental or physical incapacity;
 - (h) is disqualified from office under s 63(1) & 63(2) of the Act;
 - (i) 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;
 - (j) becomes unable to discharge the functions of the office or position with the degree of intellectual competency required by law;
 - (k) hinders, obstructs or delays an auditor in the exercise of their functions in a manner consistent with s 78 of the Act; or
 - (l) becomes ineligible to be a Board Member under the:
 - (i) *Corporations Act 2001* (Cth); or

- (ii) ACNC Legislation.

3.10 Insufficient Board Members

- 3.10.1 If the number of Board Members is less than six (6), the remaining Board Members may, except in an emergency, act only to:
 - (a) increase the number of Board Members to six (6); or
 - (b) convene a general meeting of the Coalition.

3.11 Defects in appointment of Board Members

- 3.11.1 An act done by, or with the participation of, a person acting as a Board Member or Member of a Committee is valid even if it is later discovered that:
 - (a) there was a defect in the appointment of the person; or
 - (b) the person was disqualified from continuing in office, voting or taking the relevant step.

3.12 Meetings of the Board

- 3.12.1 The Board must meet at least six (6) times in each calendar year at the place, day and time determined by the Board. No two meetings shall be separated by a period of more than ten (10) weeks.
- 3.12.2 A Board Member may convene or ask the Secretary to convene a meeting.
- 3.12.3 The Chairperson will preside as chairperson at Board meetings. If there is no Chairperson, the Chairperson is not present within 15 minutes after the commencement time or the Chairperson is unwilling to act as chairperson for all or part of the meeting then:
 - (a) if there is a Vice Chairperson, the Vice Chairperson will be the chairperson; and
 - (b) if the Vice Chairperson is not present or is not willing and able to be the chairperson during all or part of the meeting, the Board Members present may elect a Board Member to be chairperson of the meeting or part of it.
- 3.12.4 Each Board Member is entitled to one vote and questions arising at a Board meeting is to be decided by a majority of Board Members present and entitled to vote. It is not necessary for a motion to be seconded to be put to a vote.
- 3.12.5 If the votes cast on a motion are equal, the Chairperson is entitled to an additional vote.
- 3.12.6 A quorum of the Board is a majority of the total number of Board Members. No business will be transacted unless a quorum is present. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place at the same hour of the same day in the following week.
- 3.12.7 All Board meetings are to begin with an Acknowledgement of Country. Then, as required under the relevant legislation, those present are to disclose any conflicts of interest. Disclosures are to be handled in accordance with the Coalition's conflicts of interest policy.

- 3.12.8 Notice of each Board meeting will be given to each Board Member by the Secretary at least seven (7) business days before the meeting (unless the Board unanimously waives this requirement). A notice of a Board meeting:
- (a) must specify the place, day and time of the meeting;
 - (b) must provide details of any technology that will be used to facilitate the meeting; and
 - (c) does not need to specify the nature of the business to be transacted at the meeting.
- 3.12.9 The Board may hold its meetings using any technology that is agreed to by the Board and a Board Member who attends by technology is deemed to be present in person at the meeting.
- 3.12.10 The Board may pass a resolution without a Board meeting being held if a majority of the Board Members, who are entitled to vote on the resolution are in favour of the resolution set out in the document. A resolution can be passed by email or using any other technology. The resolution is passed when the last of the Board Members constituting a majority, has agreed to the resolution. The resolution will fail if it has not achieved majority consent within seven (7) days after the document was sent. Resolutions without meetings must be recorded in the minutes of the next Board meeting.

3.13 Office Bearers, Secretary, Public Officer and the Chief Executive Officer

- 3.13.1 At the first Board meeting after each Annual General Meeting, the Board must appoint a Chairperson, Vice Chairperson and Treasurer and any other Office Bearers it deems fit from among the Board. The Public Officer must be appointed in accordance with clause 3.13.9 and need not be a Board Member.
- 3.13.2 Office Bearers of the Coalition hold office until the end of the first Annual General Meeting following their appointment.
- 3.13.3 An Office Bearer may be appointed for more than one (1) successive term. However, the same person will not be eligible for appointment to the same office for more than four (4) consecutive years.
- 3.13.4 The Board may remove or suspend a person from holding any Office Bearer position by resolution passed at a Board meeting provided:
- (a) the resolution is passed by not less than two-thirds of the Board Members present; and
 - (b) at least 21 days' notice in writing of the resolution has been given to the Public Officer and to the person who is the subject of the resolution.
- 3.13.5 Either the Chairperson or Vice Chairperson must be a Young Person.
- 3.13.6 Office Holders must not be an employee of the federal government or an advisor to an elected federal representative.

3.13.7 Treasurer

- (a) The Treasurer must:

- (i) arrange for the collection and receipt of all moneys due to the Coalition and arrange for all payments authorised by the Coalition to be made;
 - (ii) ensure that the financial records of the Coalition are kept in accordance with the requirements of the Act and the ACNC Legislation; and
 - (iii) coordinate the preparation of the financial statements of the Coalition and their certification by the Board prior to their submission to the annual general meeting of the Coalition.
- (b) The Treasurer must ensure that at least one other Board Member has access to the accounts and financial records of the Coalition.

3.13.8 Secretary

- (a) Unless otherwise determined by the Board, the Chief Executive Officer will hold the position subject to the Act and carry out the duties provided in the Act and any additional duties determined by the Board.
- (b) The Secretary does not possess additional voting rights.
- (c) If the Chief Executive Officer cannot carry out the duties of the Secretary, the Board must appoint a new Secretary within 14 days of the office becoming vacant and provide notice as required under the Act.

The Secretary will be responsible for maintaining the Register of Members, ensuring the safe custody of all books, documents, securities and financial records of the Coalition, arranging all meetings of the Board and notifying the Members of all such meetings, ensuring that minutes are taken at each meeting and distributed to Board Members in a timely manner and fulfilling all compliance obligations under the Act and the ACNC Legislation.

3.13.9 Public Officer

- (a) The Board must appoint a Public Officer to hold the position subject to the Act and carry out the duties provided in the ACT and any additional duties determined by the Board.
- (b) The Public Officer may hold any other position of office of the Coalition, but is not required to be a Board Member.
- (c) If the Public Officer is not a Board Member, the Public Officer may attend and speak at all Board meetings and general meetings but may not vote.
- (d) The Public Officer must be at least 18 years old and be a resident of the ACT.
- (e) Before being appointed, the Public Officer must consent to the appointment.
- (f) The office of a Public Officer becomes vacant if the Public Officer:
 - (i) dies;
 - (ii) ceases to be a resident of the ACT;

- (iii) resigns by written notice to the Coalition;
 - (iv) is removed from office by resolution of the Board under clause 3.14; or
 - (v) hinders, obstructs or delays an auditor in the exercise of their functions in a manner consistent with s 78 of the Act.
- (g) The Board must appoint a new Public Officer within 14 days of the office becoming vacant and provide notice as required under the Act.

3.13.10 Chief Executive Officer

- (a) The Board may appoint a Chief Executive Officer for a term, at the remuneration and on the conditions that it deems fit.
- (b) The Chief Executive Officer may not be a Board Member.
- (c) Subject to any contract between the Coalition and the Chief Executive Officer, the Board may remove the Chief Executive Officer at any time, with or without cause.
- (d) The Chief Executive Officer may attend and speak at all Board meetings and general meetings but may not vote.
- (e) The Board may:
 - (i) confer powers, discretions and duties on the Chief Executive Officer as they see fit;
 - (ii) withdraw, suspend or vary any powers, discretions and duties conferred; and
 - (iii) authorise the Chief Executive Officer to delegate all or any of the powers, discretions and duties conferred.

3.14 Removal of Board Members

- 3.14.1 The Coalition in a General Meeting may by resolution remove any Board Member from the Board before the expiration of the Board Member's term of office.
- 3.14.2 The rules of natural justice must be complied with throughout the process.

3.15 Indemnities and Insurance

- 3.15.1 The Coalition indemnifies every present and past Board Member and office holder of the Coalition to the full extent permitted by law against all losses and liabilities incurred as a result of their position as an office holder of the Coalition.
- 3.15.2 This indemnity:
- (a) is a continuing obligation and is enforceable even if the person has ceased to be an office holder of the Coalition; and

- (b) is not subject to any requirement to first incur an expense or make a payment; and
 - (c) operates only to the extent that the relevant loss or liability is not covered by insurance.
- 3.15.3 The Coalition may, to the extent permitted by law, pay or agree to pay, a premium in respect of a contract insuring its office holders.
- 3.15.4 Nothing in this clause 3.14 limits the Coalition's ability to indemnify or pay for insurance for any person not expressly covered by this clause.

3.16 Committees of the Board

- 3.16.1 The Board may establish Committees.
- 3.16.2 A Committee:
 - (a) must comprise at least two (2) Board Members and one (1) Young Person; and
 - (b) may comprise non-Board Members.
- 3.16.3 The meetings and proceedings of Committees are:
 - (a) subject to any terms of reference and/or delegation; and
 - (b) otherwise governed as far as possible by the provisions of this Constitution which regulate the proceedings of the Board.

3.17 By-laws

- 3.17.1 The Board may make regulations or by-laws not inconsistent with this Constitution for the general conduct and management of the Coalition and the business of the Board.
- 3.17.2 The Board may revoke and alter by-laws or regulations as it sees fit.

3.18 Board Members' interests

- 3.18.1 A Board Member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest and the relation of the interest to the activities of the Coalition:
 - (a) to the Board – as soon as the Board Member becomes aware of the interest; and
 - (b) to the Members – at the next general meeting.
- 3.18.2 The Board Member:
 - (a) must not be present while the matter is being considered at the Board meeting; and
 - (b) must not vote on the matter.
- 3.18.3 A disclosure under clause 3.18.1 must be recorded in the minutes of the meetings at

which a disclosure was made. This may be a standing notice of disclosure.

3.18.4 Clauses 3.18.1 and 3.18.2 do not apply to a material personal interest:

- (a) that exists only because the Board Member belongs to a class of persons for whose benefit the Coalition is established; or
- (b) that the Board Member has in common with all, or a substantial proportion of, the Members.

PART 4 – GENERAL MEETINGS

4.1 Convening General Meetings

4.1.1 The Board may convene a general meeting.

4.1.2 Members with at least 5% of the votes that may be cast at a general meeting may request that the Board convenes a general meeting (referred to as a “**Request**” for the purpose of this PART 4).

4.1.3 The Request must:

- (a) be in writing
- (b) be delivered to the Coalition; and
- (c) include any resolution to be proposed at the meeting.

4.1.4 Unless the Request includes a proposed resolution that:

- (a) would be in conflict with this Constitution, the Act or any applicable law;
- (b) is beyond the legal powers of the Coalition or of the Members; or
- (c) is inconsistent with the Purpose;

the Board must give all Members notice of a general meeting within 21 days of the Request and hold the general meeting within two (2) months of the Request.

4.1.5 If the Board is required by clause 4.1.4 to call a meeting and does not do so within 21 days of a Request:

- (a) 50% or more of the Members who made the Request may call a general meeting; and
- (b) the Coalition must pay the Members who made the Request any reasonable expenses they incur because the Board did not call and hold the meeting.

4.1.6 To call and hold a meeting under clause 4.1.4, the Members must:

- (a) as far as possible, follow the general meeting procedures in this Constitution; and
- (b) hold the general meeting within three (3) months after making the Request.

4.1.7 Any meeting that is held following a Request:

- (a) must only consider the resolution proposed within the Request; and
- (b) may not consider any other business.

4.2 Changes to general meeting arrangements

4.2.1 The Board may change the venue for, postpone or cancel a general meeting called under clause 4.1.1.

- (a) If a change is made under clause 4.1.1:
 - (i) notice of the change must be given to all persons entitled to receive notices of a general meeting under this Constitution;
 - (ii) a notice of postponement must specify the date, time and place to which the general meeting has been postponed; and
 - (iii) clause 4.5 does not apply to the notice.
- (b) The only business that may be transacted at a general meeting which is postponed is the business specified in the original notice convening the meeting.

4.3 Entitlement to receive notice

4.3.1 Notice of a general meeting:

- (a) must be given to every Member and Board Member; and
- (b) must be given to any auditor appointed for the Coalition and in office at the time.

4.4 Notice of general meetings

4.4.1 A notice of general meeting must:

- (a) be in writing;
- (b) state the place, day and time of the meeting;
- (c) provide details of any technology that will be used to facilitate the meeting;
- (d) state the general nature of the business to be transacted at the meeting;
- (e) state the wording of any special resolution to be considered (and state that it is proposed as a special resolution); and
- (f) include the information under clause 4.6.5;
- (g) include any proxy form approved by the Board; and
- (h) state that any proxy form must be given to the Coalition at least 48 hours before the meeting, by delivery to the Coalition at its registered address or at another

address (including an electronic address) specified in the notice of the meeting.

4.5 Timing of notice

4.5.1 All Members must be provided with:

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

4.6 Annual General Meetings

4.6.1 The Coalition must convene an Annual General Meeting at least once in each calendar year.

4.6.2 The Annual General Meeting shall be held on a day within the period of five (5) months of the end of the Coalition's most recent Financial Year. The Board may determine when and how the Annual General Meeting will be held in accordance with the Act.

4.6.3 The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

4.6.4 The Secretary must issue a notice specifying that the meeting is an Annual General Meeting.

4.6.5 The business of the Annual General Meeting may include any of the following (even if not stated in the notice of meeting):

- (a) the minutes of the previous Annual General Meeting and any Special General Meeting held since that meeting;
- (b) the financial statements and any auditors report for the last Financial Year;
- (c) any Board reports on the activities of the Coalition in the last Financial Year; and
- (d) any Board nominations, or if an election has been held for Elected Board Members under this Constitution, to announce the results of that election.

4.7 Chairperson of general meetings

4.7.1 The Chairperson will preside as chairperson at every general meeting.

4.7.2 If there is no Chairperson, the Chairperson is not present within 15 minutes of the commencement time or the Chairperson is unable to act as chairperson for all or part of the meeting, the following may preside as chairperson (in order of precedence):

- (a) the Vice Chairperson (if any);
- (b) a Board Member chosen by a majority of the Board Members present;
- (c) the only Board Member present; or
- (d) a Voting Member chosen by a majority of the Voting Members present.

4.8 Quorum for general meetings

- 4.8.1 No business may be transacted at a general meeting (other than electing a chairperson or adjourning the meeting) unless a quorum is present at the time the business is dealt with.
- 4.8.2 A quorum for a general meeting is 5% of the Voting Members present for the whole meeting.
- 4.8.3 If a quorum is not present within 30 minutes of the commencement time, then:
- (a) if the meeting was called by or at the request of Members, the meeting will dissolve;
 - (b) otherwise:
 - (i) the meeting stands adjourned to the day, time and place determined by the Board (or if no determination is made by the Board, to the same day, time and place in the following week); and
 - (ii) if at the resumption of the meeting a quorum is not present within 30 minutes of the commencement time, the meeting will dissolve.
- 4.8.4 When determining a quorum:
- (a) only one proxy or representative may be counted for each Voting Member;
 - (b) no individual may be counted more than once (for example, an individual who is present as both a Member in their own right and as a proxy can only be counted once); and
 - (c) a suspended Member must not be counted.

4.9 Adjournment of general meetings

- 4.9.1 The chairperson may (and must if directed by a majority of the Voting Members present and entitled to vote) adjourn the meeting or any business, motion or discussion being considered or remaining to be considered.
- 4.9.2 A meeting adjourned under this clause 4.9 is adjourned to the day, time and place determined by the Board (or if no determination is made by the Board, to the same day, time and place in the following week).
- 4.9.3 It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting, unless a meeting is adjourned for one month or more.
- 4.9.4 Only unfinished business may be transacted at a general meeting resumed after an adjournment.

PART 5 – Voting at general meetings

5.1 Voting rights

- 5.1.1 Each Voting Member has one vote (provided they are not suspended).
- 5.1.2 On a vote conducted at a general meeting:
- (a) on a show of hands or voices, each person present who is a:
 - (i) Voting Member;
 - (ii) proxy for Voting Member; or
 - (iii) representative for an Organisational Member;has one vote; and
 - (b) by poll:
 - (i) each person present who is a Voting Member has one vote; and
 - (ii) each person present as a proxy for Voting Member or representative for an Organisation Member has one vote for each Voting Member they represent.

5.2 Method of voting

- 5.2.1 Voting will occur by show of hands or voices or such other method as the chairperson determines, unless a poll is demanded and not withdrawn.
- 5.2.2 A poll can be demanded by three Voting Members (or their proxies or representatives) at any time prior to a vote, or immediately after the declaration of a result of a vote conducted by means other than a poll.
- 5.2.3 A poll must be taken in the manner directed by the chairperson.
- 5.2.4 A poll demanded on the election of the chairperson or on a question of adjournment must be taken immediately.
- 5.2.5 A Voting Member, a proxy for a Voting Member or a representative for an Organisational Member may vote in person or by technology.

5.3 Decisions of the Voting Members

- 5.3.1 Questions arising for determination (other than a special resolution) will be decided by a majority of votes cast (unless otherwise provided in this constitution).
- 5.3.2 The chairperson has a deliberative vote. If the votes cast on a motion are equal, the chairperson will also have a casting vote.
- 5.3.3 A declaration by the chairperson that a resolution has been carried or lost on a show of hands or voices is conclusive evidence of the fact (unless a poll is demanded).
- 5.3.4 An objection to the right of a person to vote may only be raised at the meeting at which the vote objected to is given or tendered. Any objection must be referred to the chairperson, whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

5.4 Seconding

It is not necessary for a motion to be seconded in order to be put to a vote.

5.5 Proxies

- 5.5.1 A Voting Member may appoint a proxy to act on their behalf at one or more general meetings.
- 5.5.2 A proxy may exercise any and all of the rights of the Voting Member who appointed them, subject to clause 5.5.3 and any directions or limitations specified in the proxy appointment.
- 5.5.3 A proxy cannot speak and vote for a Voting Member while the Voting Member is present at a meeting.
- 5.5.4 A proxy does not need to be a Member of the Coalition.
- 5.5.5 A person must not hold more than five (5) proxy votes.
- 5.5.6 A proxy appointment made under this clause 5.5 must be written and signed by the appointing Voting Member in a form substantially similar to that in Schedule B.
- 5.5.7 A proxy vote is valid even if the appointing Voting Member revokes the appointment, or ceases to be a Voting Member, provided that the chairperson was not aware of the revocation or cessation of membership at the time of the meeting.

5.6 Use of technology in general meetings

- 5.6.1 The Coalition may hold a general meeting at any two or more locations using any technology which allows Members to clearly and simultaneously communicate with each other participating Member.
- 5.6.2 A person participating through the use of technology will be deemed to be present at the meeting in person.

PART 6 – MISCELLANEOUS

6.1 Minutes

- 6.1.1 The Board must ensure that:
 - (a) minutes of all general meetings, Board meetings and Committee meetings; and
 - (b) records of resolutions passed by Members, Board Members and Committees without a meeting;are recorded and kept with the Coalition's records as soon as practicable (being no later than one (1) month after the meeting or passing of the resolution).
- 6.1.2 The Coalition must ensure that minutes of a Board or general meeting are signed within a reasonable time by the chairperson of the meeting or of the next meeting.

6.2 Inspection of books and records

- 6.2.1 Members may not have access to the financial records, books, securities and any other document of the Coalition, including minutes of Board meetings, unless otherwise permitted by this Constitution, the Act, or the Board.
- 6.2.2 Members may on written application (stating the Member's purpose for access and specify how the Member will use the information) inspect:
- (a) the Register of Members;
 - (b) the minutes of general meetings;
 - (c) a copy of any deeds of trust relevant to the Coalition;
 - (d) this Constitution; and
 - (e) a summary of the minutes of a meeting of the Board.
- 6.2.3 The Board must review the application at the Board meeting following the receipt of the application, or if that is not practicable, at the following Board meeting. The Board may:
- (a) request further information or undertakings from the Member or impose conditions on the Member as to the use of the information before agreeing to the application; or
 - (b) may refuse any request to inspect books and records of the Coalition where:
 - (i) the records relate to confidential, personal, employment, commercial or legal matters;
 - (ii) are prohibited by the Constitution; and/or
 - (iii) allowing the request would be prejudicial to the interests of the Coalition.
- 6.2.4 Members must not:
- (a) use information obtained about another person from the Register of Members to contact or send materials to the other person; or
 - (b) disclose information obtained about a person from the Register of Members knowing that the information is likely to be used to contact or send materials to the other person;
- unless the purpose for which the information is used or disclosed is otherwise expressly permitted by this Constitution or under the Act.
- 6.2.5 If the Coalition provides access to this Constitution on the Coalition's website or the ACNC website, the Board will be deemed to have allowed a Member to inspect and copy this Constitution, unless the Member informs the Coalition that they are unable to access this Constitution on either website.
- 6.2.6 Subject to clause 6.2.5, a Member must be given a copy of any documents requested under clause 6.2.2 within one month of the Coalition receiving a request by the Member and the Member paying any fee prescribed by the Board.

6.3 Common seal

- 6.3.1 If the Board has a common seal, the Board must provide for its safe custody.
- 6.3.2 The Board may execute a document with the approval of the Board if the fixing of the common seal is witnessed by:
- (a) a Board Member; and
 - (b) another Board Member, the Public Officer or a person appointed by the Board Member for that purpose.

6.4 Execution of documents

- 6.4.1 The Coalition may execute documents by the signature of:
- (a) two Board Members; or
 - (b) one Board Member and the Public Officer.

6.5 Accounts and other records of the Coalition

- 6.5.1 The Board must:
- (a) ensure that proper financial records are kept in accordance with all legal and regulatory requirements;
 - (b) ensure that records of its operations are kept; and
 - (c) take reasonable steps to ensure that the Coalition's records are kept safe.
- 6.5.2 The Coalition must retain its records for at least seven (7) years.

6.6 Audit

- 6.6.1 If required under the Act, the Coalition must appoint and remunerate an auditor.
- 6.6.2 Any auditor is entitled to attend any general meeting and to be heard by the Members on any business of the meeting that concerns the auditor in their capacity as auditor.
- 6.6.3 The Coalition must give any auditor all communications relating to the general meeting that the Members of the Coalition are entitled to receive.
- 6.6.4 The auditor's report should in certifying the financial statements, state;
- (a) whether the information required for the report was obtained;
 - (b) whether in the auditor's opinion, the financial statements are properly drawn up so as to exhibit a true and correct view of the financial position of the Coalition according to the information obtained and the explanations given and as shown by the books of the Coalition; and,
 - (c) whether the clauses relating to the administration of the funds of the Coalition have been observed.

6.6.5 The Chief Executive Officer will promptly deliver to the auditor a list of all accounts, books and records of the Coalition to allow the auditor to undertake the audit and report as required under the Act and these clauses.

6.6.6 The auditor:

- (a) has a right of access to the accounts, books, records, vouchers and documents of the Coalition;
- (b) may require from employees and officers of the Coalition such information and explanations as may be necessary to perform the duties required under the Act and these clauses;
- (c) may employ persons to assist in investigating the accounts of the Coalition; and
- (d) may, in relation to the accounts of the Coalition, examine any Board Member or any employee of the Coalition.

6.6.7 The Members may remove an auditor by resolution at a general meeting provided:

- (a) the notice of general meeting is provided at least two months before the general meeting; and
- (b) the notice is provided to the auditor.

6.7 Financial year

The financial year will begin on 1 July and end on 30 June, unless the Board passes a resolution to change the financial year.

6.8 Source of funds

The funds of the Coalition may be derived from joining fees, annual membership fees, donations, fundraising activities, grants, interest and any other sources approved by the Board.

6.9 Management of funds

6.9.1 The Board may approve expenditure on behalf of the Coalition.

6.9.2 All cheques must be signed by two Board Members or otherwise authorised in accordance with any process determined by the Board.

6.9.3 The Board must ensure that systems and procedures for the management of the Coalition's funds are appropriate for its size and circumstances and the complexity of its financial affairs.

6.9.4 All payments must be authorised in accordance with any process determined by the Board.

6.10 Alteration of Constitution

6.10.1 The Coalition may only alter this constitution by Special Resolution in accordance with the Act.

- 6.10.2 The Members must not pass a Special Resolution that amends this Constitution if passing it causes the Coalition to no longer be a Charity.

6.11 Notices

- 6.11.1 Notices can be served on Members or Board Members personally, or by post, email or other electronic means.
- 6.11.2 Notices are taken to be served:
- (a) in the case of a properly addressed and posted notice – five (5) business days after the date of posting; and
 - (b) in the case of a notice sent by email or other electronic means – at the time of sending.
- 6.11.3 The non-receipt of notice or a failure to give notice, does not invalidate any thing done or resolution passed at the meeting if:
- (a) the non-receipt or failure occurred by accident or error;
 - (b) the individual waives notice before or after the meeting (including by attending the meeting); or
 - (c) the individual notifies the Coalition of their agreement to that thing or resolution before or after the meeting.
- 6.11.4 In calculating a period of notice, both the days on which the notice is given or taken to be given and the day of the meeting must be disregarded.

PART 7 – Winding up

7.1 General

The Coalition may only be wound up in accordance with the Act.

7.2 Distribution of assets on winding up

- 7.2.1 If on the winding up or dissolution of the Coalition, there is a surplus of assets after satisfying all the Coalition's liabilities and expenses, the surplus:
- (a) must not be paid or distributed to a Member in their capacity as a Member; and
 - (b) must be given or transferred to a Charity (or Charities) (the recipient) which:
 - (i) have similar purposes to those of the Coalition as described in this Constitution; and
 - (ii) prohibits the distribution of income, profit and assets to its Members in their capacity as Members.
- 7.2.2 The Members must decide before any winding up or dissolution which Charity (or

Charities) will receive a distribution under clause 7.2.1(b). If the Members fail to decide, the matter must be determined by application to the Supreme Court of the ACT.

PART 8 – INTERPRETATION

8.1 Definitions

8.1.1 In these clauses:

ACNC means the Australian Charities and Not-for-profits Commission.

ACNC Legislation means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012* (Cth).

Act means the *Associations Incorporation Act 1991* (ACT).

Annual General Meeting means a meeting of the Coalition held under s 68 or 69 of the Act.

Annual Membership Fee means the fee payable to the Coalition under clause 2.6.

Associate Member has the meaning given to the term in Schedule A.

Board means the governing body established pursuant to clause 3.3.1.

Board Member means a person elected or appointed to the Board.

Business Day means a day that is not a Saturday, Sunday or public holiday in the Australian Capital Territory.

Chairperson means the chairperson of the Coalition appointed under clause 3.13.1.

Charity means a charity registered under the ACNC Legislation.

Chief Executive Officer means a chief executive officer appointed under clause 3.16.

Coalition means the Australian Youth Affairs Coalition.

Constitution means this constitution, and a reference to a clause is a reference to a clause of this constitution.

Decision-Maker means a decision-maker appointed under clause 2.13.4 or clause 2.14.6.

Disciplinary Action means the disciplinary action taken against a Member as described in clause 2.13.2.

Discipline Dispute Decision has the meaning given to the term in clause 2.13.8(c).

Discipline Submission Period has the meaning given to the term in clause 2.13.7(a).

Dispute Notice has the meaning given to the term in clause 2.14.5.

Dispute Summary has the meaning given to the term in clause 2.14.5(b).

Eligibility Criteria is the criteria set out in Schedule A.

Financial Year means the year ending on 30 June.

General Submission Period has the meaning given to the term in clause 2.14.8(a).

Individual Member has the meaning given to the term in Schedule A.

Joining Fee means the fee payable to the Coalition under clause 2.6.

Life Member has the meaning given to the term in Schedule A.

Member means a person whose name is entered in the Register of Members as a member of the Coalition in accordance with clause 2.6.

Membership Class means a class of membership prescribed in Schedule A.

Office Bearers means the Chairperson, Vice Chairperson, Treasurer, Secretary, Public Officer and any other person appointed under clause 3.13.

Organisational Member has the meaning given to the term in Schedule A.

Parties means:

- (a) if the dispute is between Members, the Members;
- (b) if the dispute is between the Board Members, the Board Members; or
- (c) if the dispute is between a Member and the Board, the Member and the Board.

person includes a person and a corporation within the meaning of section 57A of the Corporations Act 2001 (Cth).

Public Officer means the person holding this office under clause 3.13.9.

Purpose means the Purpose set out under clause 1.3.

Register of Members has the meaning given to it under s 67 of the Act.

Regulations means the *Association Incorporation Regulations 1991* (ACT).

representative means a person appointed to represent an Organisational Member in accordance with clause 2.11.

Secretary means the Chief Executive Officer holding this office bearer position with no voting rights under clause 3.9.8;

Special Resolution has the meaning under s 70 of the Act.

Treasurer means the person holding office under these clauses as treasurer of the Coalition under clause 3.13.7.

Voting Member means a Member that is, pursuant to Schedule A (as amended from

time to time), part of a Membership Class that is entitled to vote at general meetings.

Young Person means persons over the age of twelve (12) and under the age of twenty-six (26) years.

Youth Member has the meaning given to the term in Schedule A.

Vice Chairperson means the person holding office under these clauses as vice chairperson of the Coalition under clause 3.13.1.

1.1.2 In these clauses:

- (a) a reference to a function includes a reference to a power, authority, and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words importing the singular include the plural and vice versa; and
- (d) an expression importing an organisation includes a company, partnership, joint venture, association, network, corporation, or other body corporate.

1.2 Interpretation

1.2.1 In this Constitution:

- (a) if an expression in the Constitution has a meaning in the Act, the meaning from the Act will apply to the expression (except where a contrary intention appears in this Constitution); and
- (b) a reference to any legislation or to any provision of any legislation includes:
 - (i) any modification or re-enactment of it;
 - (ii) any legislative provision substituted for it; and
 - (iii) all regulations and statutory instruments issued under it.

PART 2 – Transitional Provisions

The following clauses apply notwithstanding anything contrary in this Constitution:

2.1 Members

The Members immediately following the adoption of this Constitution will be those members listed on the Register of Members at the time of adoption.

2.2 Board Members

2.2.1 The Board Members immediately following the adoption of this Constitution will be those in office at the time of adoption.

2.2.2 Board Members appointed prior to the adoption of this Constitution may complete their

term of office under the previous Constitution. Time served prior to the adoption of this Constitution will be taken into account for the purposes of clause 3.7.

Schedule A: Membership Class

Membership Class	Eligibility Criteria	Rights and Obligations
Organisational Member	A corporation that: - is committed to the Purpose of the Coalition; - has an interest in youth affairs; and - provides services to young people. Excludes government agencies.	- Right to receive notice, attend, participate in discussions and nominate candidates for election to the Board. - Right to vote at general meetings after being a Member for a period of at least three months. - Right to access the Coalition's Member services. - Must pay Annual Membership Fee or joining fee (as relevant).
Individual Member	A person that: - is committed to the Purpose of the Coalition; - has an interest in youth affairs; - is twenty-seven (27) years of age and over; and - works or volunteers with or for young people. Excludes persons that work for government agencies and employees of the Coalition.	- Right to receive notice, attend, participate in discussions, stand for election or appointment to the Board. - Right to vote at general meetings after being a Member for a period of at least three months. - Right to access the Coalition's Member services. - Must pay Annual Membership Fee or joining fee (as relevant).
Youth Member	A person that: - is committed to the Purpose of the Coalition; - has an interest in youth affairs; and - is between the age of twelve (12) and twenty-six (26).	- Right to receive notice, attend, participate in discussions, stand for election or appointment to the Board*. - Right to vote at general meetings after being a Member for a period of at least three months. - Right to access the Coalition's Member services.

		*A Youth Member under the age of 18 is ineligible to stand for election or appointment to the Board. • Must pay Annual Membership Fee or joining fee (as relevant).
Life Member	An Organisational Member, Individual Member or Youth Member that has been recognised by the Board as having provided a significant contribution to the Coalition or to youth affairs.	• Same as Individual Member but exempt from paying Annual Membership Fee or joining fee.
Associate Member	Government agencies and people who do not meet the eligibility criteria for an Organisational Member, Individual Member, Youth Member or Life Member.	• Right to receive notice, attend and participate in discussions. • No right to stand for election or appointment to the Board and no right to vote at general meetings. • Must pay Annual Membership Fee or joining fee (as relevant).

Schedule B: Proxy form

Appointment of Proxy – Australian Youth Affairs Coalition

I, _____

(Member)

of _____

(Address)

appoint _____

(Proxy)

as my proxy for the general meeting of the Australian Youth Affairs Coalition to be held on

(Date)

and at any adjournment.

Choose

☐ My proxy can vote on my behalf for all resolutions at the above general meeting.

OR

☐ My proxy can vote for the resolutions listed below as indicated:

in favour of / against	detail of proposed resolution
.....	
.....	
.....	
.....	
.....	
.....	
.....	
.....	
.....	

Signed: _____

(Member)

Date: _____