

National Constitution of UN Youth New Zealand



PART ONE: SOCIETY INFORMATION

1. Name

- 1.1. The society is named the United Nations Association of New Zealand (United Nations Youth Association of New Zealand Branch) Incorporated ("**UN Youth**").
- 1.2. The society may trade as UN Youth New Zealand.

2. Legal Status

- 2.1. UN Youth is an incorporated branch of United Nations Association of New Zealand ("**UNANZ**") under the Incorporated Societies Amendment Act 1920. UN Youth is not an ordinary branch but it maintains a special relationship with UNANZ.
- 2.2. UN Youth shall be subject to the provisions of the Incorporated Societies Act 1908 (the "**Act**") at all times.
- 2.3. Should a conflict between the Act and the Constitution arise, the Act shall prevail.

3. Objects

- 3.1. The objects of UN Youth are:
 - 3.1.1. The education of young New Zealanders about the United Nations and international politics and affairs;
 - 3.1.2. The education of young New Zealanders about civics and New Zealand politics;
 - 3.1.3. The promotion of youth interests in collaboration and alignment with UNANZ; and
 - 3.1.4. Any other objects relating to the advancement of education within New Zealand or that are beneficial to the community, which are related or ancillary to UN Youth's objects.
- 3.2. In order to advance its objects, UN Youth will:
 - 3.2.1. Recognise the importance of tikanga Māori in Aotearoa New Zealand; and
 - 3.2.2. Cooperate with UNANZ and other UN Youth associations and UN associations affiliated with the World Federation United Nations Associations ("**WFUNA**").

4. Powers

- 4.1. UN Youth has the rights, powers and privileges of a legal person, unless limited by this Constitution.

4.2. UN Youth may only use any income, benefit or advantage or incur any expense or liability in the course of achieving its objects.

5. Relationships with UNANZ and WFUNA

5.1. UN Youth must comply with the UNANZ Constitution in so far as applicable and supply to the UNANZ National Executive, as and when requested, all membership and other information as reasonably required by the UNANZ National Executive.

5.2. UN Youth participates in the work of The World Federation of United Nations Associations through UNANZ.

5.3. UN Youth may from time to time agree to memoranda of understanding with UNANZ outlining agreed joint projects in accordance with sub-clause 5.2 and other agreed areas of collaboration.

5.4. UN Youth is responsible for the management of its own affairs including meeting its own debts and liabilities, and therefore:

5.4.1. Neither UN Youth nor any creditor of UN Youth has any claim to the funds or assets of UNANZ;

5.4.2. UN Youth has no power to pledge the credit of UNANZ;

5.4.3. Neither UNANZ nor any creditor of UNANZ has any claim to the funds or assets of UN Youth; and

5.4.4. UNANZ has no power to pledge the credit of UN Youth.

5.5. The National Executive must submit reports on UN Youth's activities and relevant organisational matters to each UNANZ National Council meeting and as otherwise reasonably required by the UNANZ National Council.

5.6. The National President of UNANZ or his or her delegate may speak at any UN Youth AGM or SGM.

5.7. This Constitution must conform to the UNANZ Constitution and section 5 may not be altered, amended, or replaced without the prior written approval of the UNANZ National President.

5.8. UN Youth must pay an annual fee to UNANZ as prescribed in the UNANZ Constitution.

PART TWO: SOCIETY MANAGEMENT

6. Structure of UN Youth

- 6.1. UN Youth shall be governed by a Board of Directors (the “**Board**”), which shall be the highest governing body in between General Meetings of the Society.
- 6.2. UN Youth shall be managed by an executive committee (the “**National Executive**”), who shall report to the Board.
- 6.3. Operational work in select geographical boundaries of New Zealand may be undertaken by Regional Subcommittees (“**Regional Councils**”), who shall report to the National Executive.
- 6.4. Operational work for specific purposes or events may be undertaken by Event Subcommittees or Operational Teams, who shall report to the National Executive.

7. Governing Documents of UN Youth

- 7.1. At all times UN Youth must have in operation the Governing Documents, as defined in section 47.1.11.
- 7.2. The Constitution shall be the primary governing document of UN Youth, and shall override the other Governing Documents, to the extent that a conflict between the Constitution and another document exists.
- 7.3. The Board shall be governed by a Board Operations Manual.
 - 7.3.1. The Board Operations Manual must define the roles of Board members and Board meeting procedures.
 - 7.3.2. The Board Operations Manual shall be amendable by way of Board Resolution.
 - 7.3.3. The Board Operations Manual shall be accessible to all Members.
- 7.4. All Members shall be governed by a National Policy Manual, which shall comprise the core overarching policies, principles and values of UN Youth.
 - 7.4.1. The National Policy Manual must contain a Disciplinary Procedure and a Grievance Procedure applicable to all Members.
 - 7.4.2. The National Policy Manual shall be amendable only by way of Board Resolution.
 - 7.4.3. Any Member may propose amendments to the National Policy Manual.
 - 7.4.3.1. Such proposals must be submitted in writing to the Secretary of the Board.
 - 7.4.3.2. The Board, or a specified Subcommittee, must consider and publish its response to all proposals it receives within 21 days of receipt. The response shall be published in the Board meeting minutes.
- 7.5. The National Executive and all Management Subcommittees of UN Youth are to be governed by the Management Protocols.

7.5.1. The Management Protocols shall be amendable by resolution of the National Executive.

7.5.2. Notice of amendments to the Management Protocols must be immediately sent to the Secretary of the Board.

7.5.3. The Management Protocols shall not bind the Board to the extent they purport to vary the powers of the Board.

The Board of Directors

8. Composition of the Board of Directors

8.1. The Board shall be comprised of the following persons, each being a Director of UN Youth (a "**Director**"):

8.1.1. The President of UN Youth;

8.1.2. A Volunteer's Representative; and

8.1.3. Three to five Ordinary Directors; including one, but no more than two, Independent Directors.

8.2. At all times the Board shall consist of no less than five and no more than seven Directors.

8.3. No Director shall hold office as an Executive Officer or Officeholder concurrently with their directorship.

8.3.1. Paragraph 8.3 does not apply to the Volunteer's Representative, except insofar that the Volunteer's Representative may not be an Executive Officer.

8.4. At all times the Board must contain one Director who has requisite financial knowledge and experience as regulated by the Board Operations Manual.

9. Appointment of Directors

9.1. At the Annual General Meeting, the Society shall, by majority vote, elect:

9.1.1. The President of UN Youth;

9.1.2. A Volunteer's Representative to the Board; and

9.1.3. Three to five Ordinary Directors.

9.2. The President of UN Youth and the Volunteer's representative shall each serve a term of one year, beginning on 1 January the year after their appointment and ending on 31 December.

9.3. An Ordinary Director shall begin their term on 1 January the year after their appointment, and must retire after two years of continuous service.

9.4. Directors may be appointed to the Board in accordance with section 20 Casual

Vacancies, in which their term will begin on the date of their appointment.

9.5. Subject to section 10, retiring Directors shall be eligible for reappointment.

10. Nomination of Directors

10.1. Each prospective Candidate for nomination must:

10.1.1. Be aged 25 years or younger at the time of their nomination or be enrolled in full time tertiary education at the date of the Annual General Meeting;

10.1.1.1. Despite subparagraph 10.1.1 a candidate may be eligible for nomination if they are aged 26 years or older if their nomination is approved by a majority vote each of the Full Board and of the National Executive;

10.1.2. Be a current member of UN Youth, unless the candidate is standing for an Ordinary Director position.

10.1.2.1. Prospective candidates who are not members of UN Youth will be classed as Independent Candidates.

10.1.2.2. Should Independent Candidates be elected to the Board they shall be deemed Independent Directors.

10.1.2.3. Subject to subparagraphs 8.1.3 and 10.1.2 the Board Operations Manual shall further regulate Independent Directors and Independent Candidates.

10.1.3. Be nominated and seconded by a Voting Member of UN Youth. A candidate may not nominate or second their own nomination.

10.2. The nomination process shall be as follows:

10.2.1. Nominations for Ordinary Directors shall be called for 60 days before the Annual General Meeting and shall close 30 days before the Annual General Meeting.

10.2.2. Nominations for the President of UN Youth and the Volunteer's Representative shall be called for at least 45 days before the Annual General Meeting and shall close 20 days before the Annual General Meeting.

10.2.3. All nominations must be received in writing and delivered to the Secretary of the Board, accompanied by a short candidate biography and the names of the nominating and seconding Members.

10.2.4. The list of nominees must be published to the membership no later than 14 days before the Annual General Meeting.

10.3. Ordinary Directors are subject to additional eligibility criteria:

10.3.1. The Board Operations Manual may specify additional criteria or qualifications that an Ordinary Director Candidate should possess;

10.3.2. The Board must establish a Membership and Appointments Subcommittee to

vet; interview and otherwise determine the suitability of any Ordinary Director Candidates;

10.3.3. Such a Subcommittee shall then refer any number of Ordinary Director Candidates to the Membership for election at the AGM. A Candidate must be referred to be eligible for election.

11. Powers, roles and responsibilities of the Board

11.1. The Board shall be entitled to exercise all powers of UN Youth.

11.2. The Board shall delegate all powers necessary to implement the strategic plans and perform the operational functions of UN Youth to the National Executive.

11.3. The primary role of the Board is to be the governing board of UN Youth, its functions including, but not limited to:

11.3.1. Setting and approving UN Youth's strategic plans;

11.3.2. Exercising financial oversight;

11.3.3. Performing risk management;

11.3.4. Determining UN Youth's policy and values;

11.3.5. Overseeing key Volunteer appointments.

11.4. The Board may delegate any of its powers or functions to a Subcommittee of the Board.

11.5. The Board, by way of Resolution, may delegate any of its powers permitted to be delegated by law to an individual. Such a Resolution must state the nature, purpose and expiry of any such delegation.

11.6. The Board shall be responsible for the exercise of all delegated powers as if it were a decision made by the Full Board.

12. Subcommittees of the Board

12.1. The Board may establish Subcommittees of the Board and delegate powers or functions to a Subcommittee in accordance with paragraph 11.4. The Board Operations Manual must stipulate the extent and scope of any such delegation of powers.

12.2. The Board shall appoint individuals to Subcommittees by way of resolution:

12.2.1. Subcommittee members must be Members of UN Youth or Directors.

12.3. The Quorum of any Subcommittee of the Board must include one Ordinary Director of the Board.

13. Chairperson of the Board

13.1. The Board must appoint a Chairperson of the Board.

- 13.1.1. Only Ordinary Directors may be appointed Chairperson of the Board.
- 13.1.2. The Chairperson shall be appointed by Resolution of the Board.
- 13.2. Should the Chairperson resign from their position as Chairperson or as a Director of UN Youth, the Board must appoint a new Chairperson within 30 days.
- 13.3. The Board may further appoint a Vice-Chairperson, who may exercise all powers and duties of the Chairperson, should the Chairperson be unable to act.
- 13.4. Should the Chairperson and an appointed Vice-Chairperson both be unable to act, the President of UN Youth may assume the powers of the Chairperson.

14. Secretary of the Board

- 14.1. The Board must appoint a Secretary of the Board.
- 14.2. The Secretary of the Board must be a member of UN Youth but is not required to be a Director.

15. Meetings of the Board

- 15.1. The Board shall be required to meet at least once every six weeks.
- 15.2. Board meetings may be held via digital means in full or part as required.
- 15.3. Meetings shall be set, convened and adjourned by the Chairperson of the Board.
 - 15.3.1. Two members of the Board may, by written notice delivered to the Chairperson and Secretary of the Board, require the Chairperson to convene a meeting of the Board no less than seven and no more than 14 days from the date of the notice.
 - 15.3.2. Notice of meetings must be given to the Board no less than seven days before the proposed meeting.
 - 15.3.3. Accompanying agenda items, motions, reports and supporting documentation must be distributed to the Board no less than five days before the proposed meeting.
 - 15.3.4. Directors may, by unanimous consent, waive any notice period required to have Board meeting.
 - 15.3.5. Notice of meetings and all accompanying agenda items, motions, reports and supporting documentation must simultaneously be made available to the Membership.
- 15.4. Quorum of Board Meetings shall be five Directors.
- 15.5. Any Member may attend a meeting of the Board, however Members will only have speaking rights at Board Meetings when recognised by the Chairperson of the Board.
- 15.6. At any time during the meeting the Board may resolve to exclude non-Directors

from the meeting to discuss sensitive matters. Once discussion has concluded, non-Directors shall be re-admitted.

16. Decisions of the Board

- 16.1. The Board may only exercise its powers by way of Resolution.
- 16.2. A Resolution of the Board shall be binding on all Members.
- 16.3. Each Resolution of the Board must be proposed and seconded by a separate individual Director.
- 16.4. A Resolution shall be deemed passed if it is assented to by a 51% majority of Directors present and voting at a Board Meeting.
 - 16.4.1. Each Director shall have one vote.
 - 16.4.2. Directors may not delegate their vote to any other individual.
 - 16.4.3. Directors absent from Board Meetings are not entitled to vote. These shall be recorded as no-votes and the Director shall be deemed not-voting.
 - 16.4.4. Board members may not abstain from a vote except:
 - 16.4.4.1. In accordance with section 18, Conflicts of Interest; or
 - 16.4.4.2. With permission of the Chairperson; providing that the Chairperson is confident the abstaining Director has justified reasons for an abstention, and is not in breach of their Director Duties.
 - 16.4.4.3. The Chairperson may not allow an abstention in accordance with 16.4.4.2 should the abstention result in a tied vote.
 - 16.4.5. For the purpose of paragraph 16.4 a Director who abstains from a vote shall be considered not-voting.
 - 16.4.6. Should a Director abstain from a vote they may still be counted as present for the purposes of determining quorum.
- 16.5. The Board may pass a Resolution between Meetings of the Board via circular motion.
 - 16.5.1. The full details of the resolution, including its proposer, seconder and any supporting documentation must be distributed to the Directors no less than seven days before the Resolution is to be determined.
 - 16.5.2. Directors shall indicate their vote by returning written notice to the Chairperson and Secretary of the Board.
 - 16.5.3. A Resolution must receive affirmative votes from 75% of the appointed Directors to pass via circular motion.
 - 16.5.4. Any Director may, by written notice to the Chairperson and Secretary of the Board, require the Resolution to be tabled and debated at the next Board Meeting.

17. Directors Duties

17.1. Directors shall be subject to the following general duties, owed to UN Youth:

17.1.1. A Director, when exercising powers or performing duties as a Director must act in good faith and in what the Director believes to be the best interests of UN Youth;

17.1.2. A Director, when exercising powers or performing duties as a Director must exercise the care, diligence and skill that a reasonable Director would exercise in the same circumstances;

17.1.3. A Director may only exercise powers for proper purposes.

17.2. Directors must, at all times, comply with the terms of this Constitution, the Governing Documents of UN Youth and the Laws of New Zealand.

17.3. The Directors shall be deemed as Officers for the purposes of the Incorporated Societies Act 1908 and shall be entered as Officers on the Societies Register.

17.4. The Directors shall be deemed as Officers for the purposes of the Charities Act 2005 and shall be entered as Officers on the Charities Register.

18. Conflict of Interests

18.1. No Decision-maker who has a material conflict of interest in a decision shall participate in the decision, and must recuse themselves of making the decision, or abstain from voting on the matter.

18.2. The Board must provide for a conflicts of interest management system within the National Policy Manual.

19. Cessation of Membership to the Board

19.1. A Director's membership to the Board can only be terminated when:

19.1.1. The Director, with three weeks' notice, sends a letter of resignation to the Secretary and Chairperson of the Board tabling their resignation;

19.1.2. The Director is removed by a Special Resolution of the Board; or 19.1.3. The Director is removed by a Resolution at a General Meeting of UN Youth; or

19.1.4. The Director is removed by an Ordinary Resolution after a decision of a Disciplinary Panel; or

19.1.5. Their term ends in accordance with the provisions of this constitution.

19.2. Termination under subparagraph 19.1.2 must be for cause, being a breach of Director's Duties, the Laws of New Zealand or any term in this Constitution or the Governing Documents of UN Youth.

19.3. Upon termination of their position the Director must return all UN Youth property within seven days of their termination.

19.4. Subject to section 19 the Board Operations Manual may further regulate the cessation of Board Membership.

20. Appointment of Casual Vacancies of the Board

20.1. Vacancies of Ordinary Director Seats:

20.1.1. At any time there are less than five Ordinary Directors currently appointed to the Board, the Board may appoint an individual to the Board as an Ordinary Director by way of Unanimous Resolution.

20.1.2. Any Ordinary Directors appointed under this paragraph must resign at the end of the calendar year they were appointed in.

20.2. Vacancy of the Volunteer's Representative:

20.2.1. Should the position of the Volunteer's Representative become vacant prior to 1 July during a calendar year, a Special General Meeting must be called to elect a new Volunteer's Representative. The Volunteer's Representative's terms shall be from the date of their election to 31 December of the year they were elected.

20.2.2. Should the position of Volunteer's Representative become vacant on or after 1 July during a calendar year, a Volunteer's Representative must be appointed by a Resolution of the National Executive, and then ratified by a Resolution of the Board. The Volunteer's Representative's terms shall be from the date of their appointment to 31 December of the year they were appointed.

20.3. Vacancy of the President of UN Youth:

20.3.1. Should the position of President become vacant prior to 1 October during a calendar year, a Special General Meeting must be called to elect a new President. The President's term shall be from the date of their election to 31 December of the year they were elected.

20.3.2. Should the position of President become vacant on or after 1 October during a calendar year the Board shall appoint an Acting President of UN Youth.

20.3.2.1. The Board must appoint an existing Executive Officer as Acting President.

20.3.2.2. The Acting President shall perform all management responsibilities of the President of UN Youth.

20.3.2.3. The Acting President shall not be appointed a Director of UN Youth.

20.3.2.4. The Acting President shall be given speaking rights at meetings of the Board, but shall not be given voting rights or be counted toward quorum of the Board.

20.4. When the number of Directors falls to four or less the National Executive must, within 2 weeks, call a Special General Meeting to elect the requisite number of individuals to bring the membership of the Board to five Directors.

20.5. Subject to this section, the Board Operations Manual may further regulate the appointment of casual vacancies.

21. Motion of No-Confidence in the Board of Directors

21.1. A motion of no-confidence in the Board shall be held following:

21.1.1. A motion signed by the lesser of 25% of the Voting Membership or 40 Voting Members of UN Youth being delivered to the Secretary of the Board; or

21.1.2. The National Executive passing a Special Resolution to call a motion of no-confidence in the Board.

21.1.2.1. The National Executive must immediately inform the Secretary of the Board in writing should they pass such a Special Resolution.

21.2. As soon as Secretary of the Board has received written notice in accordance with paragraph 21.1 the Board must cease its operations, and a Special General Meeting must be called within 21 days.

21.2.1. The business of the Special General Meeting shall be to pass a vote of confidence in each individual member of the Board.

21.2.2. Each Director that receives a majority of no-confidence votes must immediately table their resignation in accordance with paragraph 19.1.1.

21.3. Following the Special General Meeting, the Board may resume its business and deal with any resignations and casual vacancies in accordance with sections 19 and 20.

The Executive Committee of UN Youth

22. Composition of the Executive Committee

22.1. The Executive Committee shall be composed of:

22.1.1. The President of UN Youth;

22.1.2. The National Financial Officer; and

22.1.3. Three to 11 further Executive Officers.

22.2. The President of UN Youth shall be both a Director of the Board and a Member of the Executive Committee of National Management.

23. Appointment of Executive Officers

23.1. The President of UN Youth shall be appointed in accordance with section 9.

23.2. All other Executive Officers shall be appointed by the Board by way of Resolution, which shall set out the term each Executive Officer shall hold office for.

23.3. Subject to the Constitution, the National Policy Manual may further regulate the appointment of the National Executive.

24. Cessation of Executive Officer Title

24.1. The President of UN Youth ceases to be an Executive Officer when they cease to be a Director of the Board in accordance with section 19.

24.2. An Executive Officer's position is terminated when:

24.2.1. The Executive Officer resigns from their position, giving three weeks' notice;

24.2.2. The Executive Officer's term expires, in accordance with their appointing resolution;

24.2.3. The Executive Officer is removed from their position by a Special Resolution of the Board.

24.2.4. The Executive Officer is removed from their position by a decision of the Disciplinary Panel.

Other Management Matters

25. Appointment of Officeholders

25.1. An Officeholder is an individual appointed to a position within the management structure of UN Youth who is not a Director or Executive Officer.

25.2. The Board must approve the appointment of an Officeholder who, by virtue of their position:

25.2.1. Is able to exercise significant influence over the finances of UN Youth; or

25.2.2. Is able to exercise significant influence over the reputation and public perception of UN Youth; or

25.2.3. Is able to bind UN Youth to significant liability.

26. Authority to Bind the Society

26.1. UN Youth may only enter into a legal agreement or incur liabilities in respect of any action by the following means:

26.1.1. A Resolution of the Board;

26.1.2. A decision of the National Executive, or of an Executive Officer;

26.1.3. A resolution of the Society at a General Meeting; or

26.1.4. An exercise of a power validly delegated by the Board or the National Executive.

26.2. The Board must authorise, by way of resolution, the entrance into any legal agreement or incurrance of any liability that would bind UN Youth for a term longer than six months:

26.3. The National Executive shall have authority to bind UN Youth to the extent necessary to perform their duties.

26.4. Any deed or written contract purporting to bind UN Youth may only be executed, Under Seal, under seal by:

26.4.1. The signature of two Directors;

26.4.2. The signature of one Director and the Secretary of the Board; or

26.4.3. The signature of the Secretary of the Board alone, where the Board has passed a Resolution authorising the entrance into the agreement.

27. Disciplinary Proceedings

27.1. A breach of the Governing Documents of UN Youth by a Member, Officeholder, Executive Officer or Director shall be subject to an investigation by the Disciplinary Panel.

27.2. The Disciplinary Panel shall have the power to:

27.2.1. Make a decision to remove an individual from their position within UN Youth;

27.2.2. Make a decision to terminate an individuals' membership to UN Youth;

27.2.3. Make a decision affecting the rights of an individual to participate in UN Youth activities, or hold office.

27.2.3.1. A decision made under 27.2.3 may only have affect for a maximum period of one calendar year.

27.2.4. A decision of the Disciplinary Panel shall in no way limit the powers of the Board.

27.3. An individual being investigated by the Panel shall have the right to appear before the Panel, or provide the Panel with written submissions.

27.4. An individual may only appeal a decision of the Disciplinary Panel to the Full Board on one or more of the following grounds:

27.4.1. Breach of the principles of natural justice;

27.4.2. That the Panel's Decision was unreasonable;

27.4.3. A member of the Disciplinary Panel was biased, or was unfit to decide on the matter.

27.5. The Board must include in the National Policy Manual the rules and investigatory process of the Disciplinary Panel

28. Grievance Procedure

28.1. All Members of UN Youth shall be entitled to lodge a grievance against:

28.1.1. Another member of UN Youth;

28.1.2. A Director, Executive Officer or Officeholder;

- 28.1.3. A decision made by an Officeholder or Executive Officer; or
 - 28.1.4. A decision made by the National Executive.
- 28.2. Every Member who lodges a grievance must receive a response from the Board or the National Executive.
- 28.3. The Board must include in the National Policy Manual the rules and process of the Grievance Process.

PART THREE: MEMBERSHIP AND GENERAL MEETINGS

29. Eligibility for Membership

29.1. Only a natural person may become a Member.

29.2. To be eligible for membership, a person must be either:

29.2.1. enrolled full-time at a primary, secondary or tertiary educational institution in New Zealand; or

29.2.2. a New Zealand citizen or permanent resident or non-permanent resident who is aged 25 years or younger; or

29.2.3. appointed as a Member expressly in writing by the unanimous agreement of the Board.

29.3. In order to become a Member, a person who meets eligibility must register for membership by accurately completing a membership registration form.

30. Conditions of Membership relating to UNANZ

30.1. Every Member, by virtue of their membership, and every Director, from their election, is deemed to have agreed to be bound by this Constitution, the Governing Documents of UN Youth and the UNANZ constitution.

30.2. Every Member, by virtue of their membership of UN Youth, and every Director, from their election, is deemed to be a member of UNANZ.

31. Membership Term

31.1. Membership of UN Youth is for a term of one calendar year, beginning 1 January and ending 31 December.

31.2. Membership to UN Youth shall automatically renew, as long as the Member remains eligible, unless the Member opts out of membership by informing a specified member of the National Executive.

32. Register of Members

32.1. A specified Executive Officer must maintain a register of Members. Such a register may be maintained electronically.

32.2. Members shall not be permitted access to the register of members unless authorised by the National Executive. A Member may request access to their personal details held by UN Youth.

32.3. Any Member may amend their membership information, including contact details, by giving notice to a specified Executive Officer. Upon receipt of such a notice, the specified Executive Officer must update that Member's details in the register of Members. It is the responsibility of each individual Member to keep their membership information updated.

33. Cessation of Membership

33.1. Any Member may relinquish membership by giving written notice to a specified Executive Officer. An email message will constitute written notice for the purpose of this sub-clause.

34. Termination of Membership

34.1. A Member's membership may be terminated by the Board or a specified Subcommittee of the Board in accordance with the Board Operations Manual.

34.2. Membership may be terminated by reason of:

34.2.1. A breach of the terms contained within this Constitution;

34.2.2. A breach of any terms contained within the Governing Documents of UN Youth.

34.3. A Member may appeal the decision to terminate their membership via written application to the full Board.

34.4. The Board Operations Manual must specify the procedure for decisions to terminate membership and the process for appealing a decision to terminate membership.

35. Annual General Meeting

35.1. UN Youth must hold an Annual General Meeting ("**AGM**") between 1 November and 31 December every year.

35.2. Notice of the AGM:

35.2.1. Notice of the time, date and location of the AGM must be no less than 28 days.

35.2.2. The National Executive must provide notice of the AGM to all Members using their last known email addresses, or notice on the website of UN Youth.

35.2.3. Notice of the AGM must include:

35.2.3.1. All proposed motions validly proposed to be voted on at the AGM;

35.2.3.2. All reports to be accepted at the AGM; and

35.2.3.3. Any supplementary information to any AGM item.

35.3. The business of every AGM must include:

35.3.1. Receiving and accepting the minutes of the previous AGM and of any SGM held since the last AGM;

35.3.2. Receiving and accepting the reports from the National Executive;

35.3.3. Receiving and accepting the reports from Regional Councils;

35.3.4. Receiving and accepting the audited accounts for the last financial year;

35.3.5. The election of the President of UN Youth, the Volunteer's Representative and

any vacant Ordinary Director seat.

36. Special General Meetings

36.1. UN Youth must hold a Special General Meeting ("**SGM**");

36.1.1. In accordance with section 20 or 21 of the Constitution;

36.1.2. If a Resolution of the Board authorises and calls for an SGM; or

36.1.3. If a Special Resolution of the National Executive authorises and calls for an SGM; or

36.1.4. If a petition for an SGM signed by the lesser of 25% of the Voting Members or 40 Voting Members is presented to the Secretary of the Board.

36.1.4.1. Any such petition must include the purpose of the SGM and all proposed motions to be presented to Voting Membership.

36.2. Notice of an SGM:

36.2.1. Notice of the time, date and location of an SGM must be no less than 14 days.

36.2.2. The National Executive must provide notice of an SGM to all Members using their last known email addresses, and concurrently post notice on the website of UN Youth.

36.2.3. Notice of an SGM must include:

36.2.3.1. All proposed motions validly proposed to be voted on at the SGM;

36.2.3.2. Any supplementary information to any SGM item.

36.3. An SGM may not consider any purpose other than that which it is convened to consider.

37. General Meetings of UN Youth

37.1. All members are eligible to speak at a General Meeting of UN Youth.

37.2. Only Voting Members may vote at a General Meeting of UN Youth.

37.3. All motions at a General Meeting shall be decided by Ordinary Resolution, except as otherwise required by this Constitution.

37.3.1. Resolutions of a General Meeting must be proposed and seconded by a Voting Member of UN Youth.

37.3.2. The Chair of the General Meeting may determine the method of voting on any motion.

37.3.3. If a Voting Member requests from the floor that a motion be voted on by secret ballot, the Chair must conduct vote by secret ballot.

37.3.4. An election of Society Officers must be by secret ballot.

- 37.4. A General Meeting shall be chaired by the President of UN Youth, or in their absence the Chairperson of the Board. However, any Voting Member may move for the appointment of any individual to chair the General Meeting.
- 37.5. Quorum of a General Meeting of UN Youth shall be the lesser 20% of the Voting Membership of UN Youth or 40 Voting Members.
- 37.5.1. Should a Voting Member appoint a Proxy to the General Meeting, the Voting Member represented by Proxy shall be counted toward quorum of the General Meeting.
- 37.6. The Secretary of the Board shall minute all General Meetings of UN Youth, and verify that they were conducted in accordance with the Constitution;
- 37.6.1. Should the appointed Secretary of the Board be unable to attend a General Meeting, the Board must appoint an individual able to attend the meeting as Secretary of the Board.
- 37.7. Should an election be required at a General Meeting, the National Executive shall provide for a voting mechanism and a returning officer to count and verify voting.

38. Voting Members of UN Youth

- 38.1. An individual is a Voting Member of UN Youth if they:
- 38.1.1. Are a member of UN Youth;
- 38.1.2. Have no outstanding debts owed to UN Youth;
- 38.1.3. Fall into one of the following classes at the time of the General Meeting:
- 38.1.3.1. Are currently an appointed Director or National Executive Officer;
- 38.1.3.2. Are currently an appointed Officeholder, or have served as an officeholder for at least 60 days in the twelve months prior to the General Meeting;
- 38.1.3.3. Were a National Conference Assistant twelve months prior to the General Meeting, including:
- 38.1.3.3.1. All members who have attended a National Event as a Conference Assistant twelve months prior to the General Meeting; and
- 38.1.3.3.2. Diplomacy Competition Markers who have participated in at least one marking round in the twelve months prior to the General Meeting.
- 38.2. In the event of any ambiguity, the National Executive may make a decision on a member's eligibility.
- 38.3. Voting Members may appoint a Proxy to exercise their vote at a General Meeting.
- 38.3.1. Appointment of a Proxy must be done by an approved Proxy form, a copy of

which must be delivered to the Secretary of the Board by 5:00pm the day before a General Meeting.

38.3.2. Only a Voting Member or an Ordinary Director may be appointed as a Proxy.

38.3.3. An individual may be appointed as a Proxy for more than one Voting Member.

38.3.4. A Principal may instruct their Proxy on how to vote on each motion, or may leave voting to their Proxy's discretion.

PART FOUR: FINANCE AND ADMINISTRATIVE MATTERS

39. Fees

- 39.1. UN Youth shall not levy subscription or joining fees against its Members.
- 39.2. Subject to paragraph 39.1 UN Youth may from time to time levy any fees or charges on its Members in association with any activity or undertaking of UN Youth.

40. Finances

- 40.1. The National Executive must maintain accurate financial records of UN Youth's Finances and report regularly to the Board on the financial position of the organisation.
- 40.2. All bank accounts of UN Youth must require two bank signatories to authorise every transaction.
- 40.3. The National Executive must approve all accounts paid and all accounts for payment.
- 40.4. Any transaction over the value of 20,000 New Zealand dollars must be approved by a resolution of the full Board.
- 40.5. UN Youth's financial year ends on 31 December each year.
- 40.6. The Annual Financial Accounts must be audited every year and presented to the Annual General Meeting.

41. Honoraria for Service to UN Youth

- 41.1. Pecuniary gain or private profit of its Members is not an object of UN Youth.
- 41.2. No Member shall be paid for their service to UN Youth, unless such a payment has been authorised by a Resolution of the Board.
- 41.3. Such a payment made to a Member for their service to UN Youth provided that it is reasonable and relative to what would be paid at an arms-length-transaction.
- 41.4. Ordinary Directors are ineligible to be paid or remunerated for their service to UN Youth as Directors.
- 41.5. This section in no way restricts the reimbursement of costs incurred by a Member or Officer on behalf of UN Youth.

42. Indemnity for Directors

- 42.1. No Director will be liable for any UN Youth loss caused by their acts or omissions, other than loss attributable to their personal dishonesty, negligence or wilful commission of an act known to be a breach of trust.
- 42.2. No Director shall be liable in respect of any acts or omissions of any other Director.
- 42.3. Subject to paragraph 42.1 UN Youth may enter into formal indemnity agreements

with each Director, indemnifying them against any claim, demand, action, proceeding or defence at law or in equity in which they may be joined as a party and which arises from their activities and duties as Directors.

43. Registered office

43.1. UN Youth's registered office may be determined or amended by Resolution of the Board.

44. Common seal

44.1. The common seal of UN Youth is to be retained by the Secretary of the Board.

44.2. When required, the common seal must be affixed to any document following the passing of a Board Resolution and signed by two Directors, or the Secretary of the Board and one Director.

45. Amendment of Constitution

45.1. This Constitution may be amended or replaced by Special Resolution at a General Meeting of the Society.

46. Winding up

46.1. If UN Youth is wound up its surplus assets, after payment of all debts, costs and liabilities, must not be distributed to any Member and must either be:

46.1.1. transferred to UNANZ to expend only in favour of its charitable purposes; or

46.1.2. disposed of for such other charitable purposes in New Zealand as may be determined in accordance with legislation or the resolution to wind up.

47. Definitions

47.1. In this Constitution:

47.1.1. "Act" refers to the Incorporated Societies Act 1908 and its successors.

47.1.2. "Board" refers to the Board of Directors, and shall also refer to a Subcommittee of the Board, unless context requires otherwise.

47.1.3. "Candidate" means an individual who is running to be elected onto the Board.

47.1.4. "Constitution" means this document in its entirety, being the national constitution of UN Youth;

47.1.5. "Director" is defined in paragraph 8.1.

47.1.6. "Decision-Maker" refers to an Officeholder, Executive Officer or Director with power to bind UN Youth.

47.1.7. "Event Subcommittee" refers to a subcommittee of the National Executive

tasked with organising an event or project.

- 47.1.8. "Executive Officer" means an Officeholder appointed to the Executive Committee of National Management.
- 47.1.9. "Full Board" means a meeting of all appointed Directors and not a Subcommittee of the Board.
- 47.1.10. "General Meeting" means an Annual General Meeting or a Special General Meeting of UN Youth.
- 47.1.11. "Governing Documents" means collectively, the Constitution, the Board Operations Manual, the National Policy Manual and the Management Protocols of UN Youth.
- 47.1.12. "Independent Director" is an Ordinary Director who is Independent to the Society and is not a Member of UN Youth.
- 47.1.13. "Management Subcommittee" refers to a Regional Subcommittee, Event Subcommittee or Operations Team.
- 47.1.14. "National Executive" refers to the Executive Committee of National Management.
- 47.1.15. "Operations Team" means a team appointed by the National Executive.
- 47.1.16. "Ordinary Director" means a Director of UN Youth other than the President of UN Youth or the Volunteers Representative.
- 47.1.17. "Principal" means a Voting Member who appoints a Proxy to exercise their voting rights at a General Meeting.
- 47.1.18. "Proxy" means a Voting Member or Ordinary Director appointed by a Voting Member, to exercise their voting rights on the Principal's behalf at a General Meeting.
- 47.1.19. "Region" refers to a select geographic area of New Zealand that is managed by a Regional Council.
- 47.1.20. "Regional Council" refers to a subcommittee of the National Executive tasked with the day-to-day administration of UN Youth in a select geographic area of New Zealand.
- 47.1.21. "Resolution" and "Ordinary Resolution" means a resolution passed by a 51% majority of individuals voting on the resolution who vote affirmative.
- 47.1.22. "Society Officer" means a Director.
- 47.1.23. "Special Resolution" means a resolution passed by a 75% majority of individuals voting on the resolution who vote affirmative.
- 47.1.24. "Supervising Officeholder" in respect to a Decision-maker, means the Officeholder the Decision-maker directly reports to.

47.1.25. "UN Youth" is defined in paragraph 1.1.

47.1.26. "UNANZ is defined in paragraph 2.1.

47.1.27. "Unanimous Resolutions" means a resolutions passed by 100% of the individuals voting on the resolution voting affirmative.

47.1.28. "Voting Membership" refers to the all Voting Members of UN Youth.

47.2. For the avoidance of doubt, any reference to the singular in this Constitution may also be read to include the plural.

47.3. Matters not covered by the Constitution shall be determined by the Board.