

# Youth Disability Advocacy Network

## CONSTITUTION



## Table of Contents

Preamble.....	4
Statement of Recognition .....	4
Part 1 – Preliminary.....	4
1. Commencement.....	4
2. Transitional.....	4
3. Definitions and Interpretation .....	5
Part 2 – Name and Statement of Purposes.....	7
4. Name .....	7
5. Functions .....	7
6. Charitable Objects.....	9
7. Legal Capacity and Powers.....	9
Part 3 – Membership .....	11
8. Categories of Membership .....	11
9. General Membership.....	11
10. Associate Membership.....	11
11. Patron .....	12
12. Rights, Obligations and Liabilities .....	12
13. Suspension, Limitation or Expulsion .....	13
14. Consequences of Suspension, Limitation and Expulsion .....	14
15. Register of Members.....	15
16. Refund of Membership Subscriptions .....	15
17. Affiliation with Other Organisations .....	15
18. Complaints .....	16
19. Dispute Resolution .....	16
Part 4 – Annual General Meetings .....	17
20. Timing & Ordinary Business.....	17
21. Quorum .....	18
22. Minutes .....	19
Part 5 – The Executive Committee.....	19
23. Status and Function .....	19
24. Officers of the Executive Committee .....	19

25.	Responsibilities of the Executive Committee .....	22
26.	Special General Meetings .....	22
27.	Delegation .....	23
28.	Meetings .....	24
29.	Quorum .....	25
30.	Chairing of the Executive Committee .....	25
31.	Responsibilities of Executive Committee Officers .....	25
32.	Chair .....	26
33.	Deputy-Chair .....	28
34.	Secretary.....	28
Part 6 – Executive Committee and Bodies Generally.....		30
35.	Applicability of this Part .....	30
36.	Establishment and Dissolution .....	30
37.	Disclosure of Interest by Officers .....	30
38.	Indemnity of Officers .....	31
39.	Validation .....	31
40.	Leave of Absence and Non-Attendance at Meetings .....	31
41.	Code of Conduct .....	32
Part 7 – Financial and Legal.....		32
42.	Financial Year .....	32
43.	Sources of Funds .....	32
44.	Budget.....	32
45.	Management of Funds .....	33
46.	Records.....	33
47.	Authorisation .....	33
48.	Making, Amendment or Repeal of Constitution .....	33
49.	Special Resolutions.....	34
50.	Making, Amendment or Repeal of Policies and Agreements .....	34
51.	Validity of Acts and Decisions .....	35
52.	Inconsistencies.....	35
Approvals and Revisions.....		36

## **Preamble**

### **Statement of Recognition**

The Youth Disability Advocacy Network acknowledges and honours the traditional custodians of the lands on which it operates.

The Youth Disability Advocacy Network recognises and honours Aboriginal culture, spirituality and the sacred relationship that the Aboriginal people, as the traditional custodians, have to these lands and waters in this place in which we live.

The Youth Disability Advocacy Network aims to continually create an equitable, safe and inclusive environment which enables all young people with disabilities, inclusive of those from other traditionally marginalised backgrounds, to fulfil their potential.

## **Part 1 – Preliminary**

### **1. Commencement**

This Constitution will come into operation and be in full force and take effect as of the Commencement Date, which is the date of which the Chair of the Executive Committee first signs this Constitution and brings it into immediate effect.

### **2. Transitional**

Notwithstanding the adoption of this Constitution:

- (1) anything done in good faith in accordance with this Constitution, before the Commencement Date, will be valid and remain in full force and effect;
- (2) nothing done by YDAN pursuant to its legitimate authority prior to the Commencement Date will be invalidated by reason of it being contrary to this Constitution;
- (3) persons who were Members prior to the Commencement Date will remain as Members on and from the Commencement Date; and
- (4) any Officer holding a position immediately prior to the adoption of this Constitution will continue in office for the remainder of the term of their office.

### 3. Definitions and Interpretation

(1) In this Constitution, unless the contrary appears:

**“Agreement”** means a general agreement with another organisation or entity, that is subsidiary to this Constitution, and may include a Memorandum of Understanding, or a contract of some kind, that contains conditions that set out obligations and benefits for YDAN – pursuant to the [Making, Amendment or Repeal of Policies and Agreements](#) section;

**“Annual General Meeting”** has the meaning given to it in [Part 4 – Annual General Meetings](#);

**“Associate Members”** means all persons who are admitted to membership by YDAN pursuant to the [Associate Membership](#) section;

**“Body”** means:

- (i) any subsidiary body of YDAN established under this Constitution, or by the Executive Committee from time to time; and
- (ii) the Executive Committee.

**“Budget”** means the budget of proposed income and expenditure for the next succeeding financial year of YDAN, prepared and approved by the Executive Committee;

**“Chair”** means the Officer serving as the Executive Chairperson I.e. President, of the Executive Committee and YDAN;

**“Clause”** means a Clause of this Constitution, and may be used in lieu of the term ‘sub-clause’;

**“Code of Conduct”** has the meaning given to it in the [Code of Conduct](#) section;

**“Commencement Date”** means the date that this Constitution takes effect in accordance with the [Commencement](#) section;

**“Executive Committee”** has the meaning given to it in [Part 5 – The Executive Committee](#);

**“General Members”** means all Young People with disabilities that sign-up to be members in accordance with the [General Membership](#) section;

**“Immediate Past Chair”** means the person who held the office of Chair immediately prior to the current Chair;

**“Members”** means all members of YDAN and **“Membership”** means the status of a person as a Member;

**“Membership Subscription”** means the annual membership subscription for Associate Members, set by the Executive Committee from time to time;

**“Officer”** means a person holding a position or office in YDAN and includes Executive Committee Members and any other Bodies established under this Constitution or by the Executive Committee;

**“Patron”** means a patron of YDAN appointed in accordance with the [Patron](#) section;

**“Policies”** means any policies of YDAN, established by the Executive Committee from time to time, pursuant to the [Making, Amendment or Repeal of Policies and Agreements](#) section;

**“Resolution”** means a resolution passed by the respective Body;

**“Review Panel”** has the meaning given to it in the [Suspension, Limitation or Expulsion](#) section;

**“Simple Majority”** means a majority of greater than 50% of all voting members of the relevant Body present and entitled to vote at the relevant time;

**“Special Majority”** means at least 75% majority of all voting members of the relevant Body present either in person or by proxy at the relevant meeting;

**“Special Resolution”** under the Act, a special resolution is required if an incorporated association proposes to do any of the following:

- to alter its rules, including changing the name of the association;
- to decide to apply for registration or incorporation as a prescribed body corporate;
- to approve the terms of an amalgamation with one or more other incorporated associations;
- to be wound up voluntarily or by the Supreme Court;
- to cancel its incorporation.

Special Resolution is passed by a majority of three-fourths of Members present and eligible to vote at that meeting.

“**Terms of Reference**” has the meaning given to it in [Establishment and Dissolution](#);

“**Young Person**” means a person of the age 12 to 25 inclusive;

- (2) The singular includes the plural and vice versa.
- (3) Words importing a gender include any other gender.
- (4) Capitalised terms may denote titles and categories not defined in this Constitution.
- (5) A reference to:
  - (a) a person includes a corporation and government or statutory body or authority;
  - (b) a person includes the legal personal representatives, successors and permitted assigns of that person; and
  - (c) a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them made by any legislative authority.
- (6) The word “including” and similar expressions are not words of limitation.
- (7) The word “under” includes “by”, “by virtue of”, “pursuant to” and “in accordance with”.

## Part 2 – Name and Statement of Purposes

### 4. Name

- (1) The name of this association will be the “**Youth Disability Advocacy Network Inc.**”, which may be referred to as the “**YDAN**” by the association elsewhere.

### 5. Functions

- (1) The functions of YDAN are to:
  - (a) provide leadership in relation to matters affecting the common interests of its Members;

- (b) represent and further the common interests of its Members including in communications with the public, governments and the private sector;
  - (c) promote a co-operative spirit and sense of solidarity amongst Members;
  - (d) advance the education, welfare, social life and cultural activities of its Members;
  - (e) provide facilities and services for Members;
  - (f) represent and protect Members in matters affecting their interests and rights;
  - (g) promote equal opportunity and affirmative action in its Policies, Agreements and activities;
  - (h) support and collaborate with other relevant entities;
  - (i) provide a recognised means of communication between Members and relevant entities;
  - (j) co-operate with and affiliate to other organisations having similar purposes in whole or in part;
  - (k) co-ordinate Member representation on in other decision-making bodies where appropriate;
  - (l) facilitate greater recognition and appreciation of the achievements of young people with disabilities; and
  - (m) do all other things as are incidental or conducive to the attainment of the above and the exercise of the powers of YDAN.
- (2) The assets and income of YDAN will be applied exclusively to the promotion of its functions.
- (3) No portion of YDAN's profits, assets, or income will be paid or distributed directly or indirectly to Members or Officers, except as bona fide remuneration for services rendered or expenses incurred on behalf of YDAN.
- (4) YDAN is a not-for-profit organisation.

## 6. Charitable Objects

YDAN is established to be a charity whose purpose is:

- (1) To advance social or public welfare of young people with disabilities by providing, but not limited to:
  - (a) free opportunities for young people with disabilities to develop skills to be able to participate in meaningful work;
  - (b) advice on self-advocacy and advocacy of others, including training opportunities to assist young people with disabilities develop their capacity; and
  - (c) facilitating spaces and forums for young people with disability to meaningfully engage with peers and suitable mentors.
- (2) Promoting mutual respect and tolerance between groups of people in Australia by doing, but not limited to:
  - (a) educating the public and those without disability about the importance and contributions of people with disability;
  - (b) holding events which provide opportunity to share their experiences with others in the community; and
  - (c) ensuring that local government, non-government organisations, and private organisations are aware of and able to provide appropriate facilities and services for young people with disabilities, and ensure young people with disabilities feel included and valued.
- (3) Promoting and protecting human rights by acting as an advocate for young people with disabilities in relation to their rights under the Convention on the Rights of Persons with Disabilities.
- (4) Promoting public debate regarding law and policies in Western Australia and Australia, to ensure the interests of young people with disabilities are included.

## 7. Legal Capacity and Powers

- (1) Subject to incorporation under the Act, YDAN has the same legal capacities and powers of an incorporated body.

(2) Without limiting Clause 6(1), YDAN may:

- (a) expend and invest its income;
- (b) operate banking accounts;
- (c) borrow money;
- (d) enter into Agreements;
- (e) acquire, dispose of and deal in any way with property whether real or personal;
- (f) sue for and recover money or property owing to it;
- (g) operate and administer facilities and services for the benefit of its Members;
- (h) employ persons and terminate their employment;
- (i) engage external businesses for the provision of services, and terminate said engagement;
- (j) publish any publication;
- (k) hold licenses under any relevant legislation;
- (l) refer Members to be investigated and disciplined in accordance with this Constitution;
- (m) pay Officers an honorarium, subject to Executive Committee approval;
- (n) grant leave to Officers;
- (o) conduct campaigns and make representations on behalf of its Members;
- (p) make Policies and Agreements in relation to any of the above powers and functions; and
- (q) do all other things as are incidental or conducive to the attainment of the above functions and exercise the powers of YDAN.

(3) YDAN may only exercise its powers in furtherance of its functions as described in the [Functions](#) section.

## Part 3 – Membership

### 8. Categories of Membership

YDAN will have the following categories of membership;

- (1) General Membership; and
- (2) Associate Membership.

### 9. General Membership

- (1) All Young People with disabilities that reside in Western Australia are eligible for General Membership.
- (2) To become a General Member, eligible people will be required to apply via a mechanism determined by the Executive Committee from time to time and may be accepted or denied by the Executive Committee.
- (3) A fee will not be charged to eligible people to become a General Member.
- (4) General Members will be:
  - (a) eligible to serve as an Officer of the Executive Committee or a Body established under this Constitution or by the Executive Committee, pursuant to its Terms of Reference;
  - (b) entitled to use any of the designated facilities and services as determined by the Executive Committee from time to time;
  - (c) entitled to be represented by YDAN; and
  - (d) entitled to access a copy of this Constitution.

### 10. Associate Membership

- (1) To become an Associate Member, interested people will be required to apply via a mechanism determined by the Executive Committee from time to time and may be accepted or denied by the Executive Committee.
- (2) Applicants for Associate Membership may be required to pay an annual Membership Subscription to become an Associate Member.
- (3) Associate Membership of YDAN does not confer any formal Membership upon the person but allows them to:
  - (a) serve on Bodies other than the Executive Committee, subject to the Body's Terms of Reference; and

- (b) use limited facilities and services as determined by the Executive Committee from time to time.
- (4) The Executive Committee may vary the Membership Subscription for Associate Membership at any time, and for specific individuals for strategic purposes.
- (5) The Executive Committee will have the power to determine the terms and conditions of Associate Membership.

## 11. Patron

The Executive Committee may by Resolution passed by Special Majority invite a person to be appointed as Patron for a period as determined by the Executive Committee. The relevant person will become Patron automatically upon their acceptance of the appointment without any further Resolution of the Executive Committee being required. The Patron will have the same Membership status as an Associate Member during their term as Patron.

## 12. Rights, Obligations and Liabilities

- (1) A Member is entitled to use the facilities and services as designated under their category of Membership.
- (2) The rights of a Member under their Membership (**“Membership Rights”**) are not transferable.
- (3) The Membership Rights of a General Member end when the General Member:
  - (a) ceases to be eligible;
  - (b) resigns as a Member; or
  - (c) has had their Membership suspended or terminated in accordance with this Constitution.
- (4) The Membership Rights of an Associate Member end when the Associate Member:
  - (a) allows their Membership Subscription to expire;
  - (b) resigns as an Associate Member; or
  - (c) has had their Membership suspended or terminated in accordance with this Constitution.

- (5) A Member will not be liable to contribute to the debts and liabilities of YDAN by reason only of their Membership.

### **13. Suspension, Limitation or Expulsion**

- (1) The Executive Committee may decide to suspend or limit a Member's Membership, or to expel a member from YDAN if:
- (a) the Member contravenes this Constitution, Code of Conduct or any of the Policies; or
  - (b) the Member acts detrimentally to the interests of YDAN.
- (2) The Secretary must give the Member written notice of the proposed suspension, limitation or expulsion. This written notice will be given as soon as practicable.
- (3) The notice given to the Member must state:
- (a) when the Executive Committee meeting is to be held; and
  - (b) the grounds on which the proposed suspension, limitation or expulsion is based; and
  - (c) that the Member, or the Member's representative, will be given a reasonable opportunity to make written submissions to the Executive Committee about the proposed suspension, limitation or expulsion.
- (4) At the Executive Committee meeting, the Executive Committee must:
- (a) give due consideration to any submissions so made; and
  - (b) decide:
    - (i) whether or not to suspend the Member's Membership and, if the decision is to suspend the Membership, the period of suspension;
    - (ii) whether or not to place a limitation on the Member's Membership, and if the decision is to place a limitation on the Membership, the conditions and the period of limitation; or
    - (iii) whether or not to expel the Member from YDAN.

- (5) A decision of the Executive Committee to suspend or place a limitation on the Member's Membership or to expel the member from YDAN takes immediate effect.
- (6) The Executive Committee must give the Member written notice of the Executive Committee's decision, and the reasons for the decision, within 7 days after the Executive Committee meeting at which the decision is made.
- (7) A Member whose Membership is suspended or limited, or who is expelled from YDAN may, within 14 days after receiving notice of the Executive Committee's decision, give written notice to the Secretary requesting a review of the decision made.
- (8) This notice must state on what basis the Member believes a review should be made, including their desired outcome and any supporting evidence or documentation.
- (9) A Review Panel ("**Review Panel**"), with the power to confirm, vary or lift the decision made by the Executive Committee, will convene as soon as practicable to consider the review.
- (10) Its Membership will be comprised of three people who are invited to serve by the Chair of the Executive Committee, who are external to the issue and do not have a conflict of interest in the review.
- (11) The Review Panel will consider the Member's request for the review, and all relevant documents, and make a determination as to whether such suspension, limitation or expulsion of Membership will be confirmed, varied or lifted and may impose such conditions as it deems fit on the Member as a condition for variation or reversal of the decision of the Executive Committee.
- (12) The decision of the Review Panel will be final and will not be subject to any further review or appeal.

#### **14. Consequences of Suspension, Limitation and Expulsion**

- (1) During the period a Member's Membership is suspended or limited, the member:
  - (a) if suspended, loses all rights arising as a result of Membership;
  - (b) if limited, loses designated rights and access to facilities and services arising as a result of Membership; and

- (c) is not entitled to a refund, rebate, relief or credit for Membership fees paid, or payable, to YDAN.
- (2) When a Member's Membership is suspended or limited, the Secretary must record in the Register of Members:
  - (a) that the Member's Membership is suspended or limited; and
  - (b) the date on which the suspension or limitation takes effect; and
  - (c) the period of the suspension or limitation.
- (3) When the period of the suspension or limitation ends, the Secretary must record in the Register of Members that the Member's Membership is no longer suspended or limited.
- (4) When a Member is expelled, the Secretary must record in the Register of Members:
  - (a) That the Member was expelled; and
  - (b) The date on which the expulsion takes effect.

## **15. Register of Members**

- (1) The Secretary will ensure that YDAN keeps an accurate and up-to-date register of Members ("**Register of Members**").
- (2) Pursuant to the Act, the Register of Members will be kept electronically and will contain the full name and email address for each Member and will state the category of Membership for each Member.

## **16. Refund of Membership Subscriptions**

There will be no refund of any part of the Membership Subscriptions paid by an Associate Member following the resignation of an Associate Member or upon the suspension, limitation or expulsion of an Associate Member as a result of any disciplinary action taken by YDAN.

## **17. Affiliation with Other Organisations**

- (1) YDAN may apply to other organisations to become an affiliate of some kind as determined by the Executive Committee from time to time.

- (2) YDAN may agree to allow other organisations to become an affiliate of some kind with YDAN, as determined by the Executive Committee from time to time.
- (3) The Secretary will be responsible for ensuring YDAN is compliant with all its Agreements relating to affiliations.

## **18. Complaints**

The Executive Committee will manage all complaints against YDAN made by Members or by other persons, pursuant to this Constitution and its purposes and functions.

## **19. Dispute Resolution**

- (1) This Clause is for matters between YDAN and a Member or Members which cannot be resolved through the complaints process or between themselves.
- (2) Any party to the dispute may start the dispute resolution process after legitimate good faith attempts to resolve the dispute, by giving written notice to the Secretary of:
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (3) As soon as practicable after the Secretary is given the notice, an Executive Committee meeting must be convened to consider and determine the dispute.
- (4) The Secretary must give each party to the dispute written notice of the Executive Committee meeting at which the dispute is to be considered and determined before the meeting is held.
- (5) The notice given to each party to the dispute must state:
  - (a) when the Executive Committee meeting is to be held; and
  - (b) that the party, or the party's representative, will be given a reasonable opportunity to make written submissions to the Executive Committee about the dispute.
- (6) The Executive Committee will give due consideration to the submissions and relevant documentation, and will make a determination on the dispute,

that may include any fair and reasonable imposition on the parties to the dispute to bring about a resolution.

- (7) Nothing in this Clause will prevent the Executive Committee from instigating disciplinary action against a Member should the Executive Committee have reasonable suspicion of breaches pursuant to the [Suspension, Limitation or Expulsion](#) section.

## Part 4 – Annual General Meetings

### 20. Timing & Ordinary Business

- (1) There will be at least one General Meeting each year, namely the Annual General Meeting (“**Annual General Meeting**”).
- (2) The Executive Committee will convene an Annual General Meeting each year, within 6 months after the end of YDAN’s financial year.
- (3) The ordinary business of the Annual General Meeting is to consider:
- (a) the minutes of the previous Annual General Meeting and any subsequent Special General Meetings;
  - (b) the log of interests of Executive Committee Officers recorded by the Secretary
  - (c) a financial report, pursuant to the Act;
  - (d) any other business of which notice has been given.
- (4) The Annual General Meeting will be conducted as determined from time to time by the Executive Committee.
- (5) The Secretary must give to each Member:
- (a) at least 21 days’ notice of an Annual General Meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days’ notice in any other case.
  - (c) The notice must:
    - (i) specify the date, time and place, and method of the meeting;
    - (ii) indicate the general nature of each item of business to be considered at the meeting; and
    - (iii) if a special resolution is proposed:
      - a. set out the wording of the proposed resolution as required by section 51(4) of the Act; and

- b. state that the resolution is intended to be proposed as a special resolution.
  - (d) All motions are to be submitted no later than 5 days prior to the meeting.
    - (i) Any documentation required to be read will be distributed 3 days prior to the meeting.
- (6) On any question arising at an Annual General Meeting:
  - (a) Each Executive Committee Officer has one vote unless the Officer may also vote on behalf of a proxy; and
  - (b) Officers may vote personally or by proxy.
- (7) An Executive Committee Officer may, in writing, nominate another Officer to vote on their behalf on any question.
  - (a) A copy of the document by which the appointment is made must be given to the Secretary or Chair before any Meeting to which the appointment applies.
  - (b) The appointment has effect until:
    - (i) the end of any meeting to which the appointment applies; or
  - (c) the appointment is revoked by the Officer and written notice of the revocation is given to the Secretary or Chair.
- (8) If votes are divided equally on a question, the Chair of the Meeting has a second or casting vote.
- (9) If the question is whether or not to confirm the minutes of a previous Meeting, only Officers who were present at that meeting may vote.
- (10) A notice or other document that is to be given to a Member under these rules is taken not to have been given to the Member unless it is in writing and:
  - (a) delivered by hand to the recorded address of the Member; or
  - (b) Sent by electronic transmission to an appropriate recorded number or recorded electronic address of the member, including any online profile.

## **21. Quorum**

The minimum quorum for an Annual General Meeting is the attendance no fewer than 50% of Committee Members, one of which must be the Chair.

## 22. Minutes

The Secretary is responsible for ensuring that accurate and complete minutes are taken and kept of all Annual General Meetings.

## Part 5 – The Executive Committee

### 23. Status and Function

- (1) The Executive Committee (“**Executive Committee**”) is both the managing committee and the governing body of YDAN; the board of directors. The primary function of the Executive Committee is to manage the administrative, financial and all other affairs of YDAN.
- (2) Pursuant to the Act, the following persons must not accept an appointment or act as a member of the Executive Committee or Body a person who is, according to the *Interpretation Act 1984 WA*, section 13D:
  - (a) a bankrupt or person whose affairs are under insolvency laws;
  - (b) a person who has been convicted, within or outside the State, of:
    - (i) an indictable offence in relation to the promotion, formation or management of a body corporate; or
    - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
    - (iii) an offence under Part 4 Division 3 or section 127 of the Act.
- (3) Pursuant to the Act, this condition only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person’s conviction, or if the conviction results in a term of imprisonment, from the time of the person’s release from custody.

### 24. Officers of the Executive Committee

- (1) The Executive Committee will have a minimum of 7, and not more than 15, voting General Members that serve as Officers, which are:
  - (a) the Executive Chair (“Chair”);
  - (b) the Deputy-Chair;
  - (c) the Secretary;

- (d) 7 Executive Committee Officers; and
  - (e) up to 5 eligible General Members admitted to serve by the Executive Committee subject to Clause 25(4).
- (2) The Immediate Past Chair may be invited by the Executive Committee to attend meetings as an observer.
- (3) The procedures for the appointment of the Executive Committee Officers is:
- (a) the Executive Committee opens applications for Members to apply, via a mechanism determined by the Executive Committee;
  - (b) the Executive Committee by Resolution passed by Simple Majority shortlists the applicants based on merit and invite the shortlisted applicants for an interview;
  - (c) the Executive Committee by Resolution passed by Simple Majority invites the successful applicants that have been interviewed to serve on the Executive Committee;
  - (d) the Executive Committee may determine other additional conditions and procedures in addition to those outlined in this Clause.
- (4) The Executive Committee may admit up to an additional 5 General Members to serve as Officers of the Executive Committee, upon the decision to open applications. These additional 5 Executive Committee Officers may be subject to a probationary period and term limits.
- (5) Only General Members are eligible to serve as Executive Committee Officers.
- (6) The term of office of an Executive Committee Officer (Voting Member) begins when the member;
- (a) is voted in at a meeting under clause 23(3)(d); or
  - (b) is appointed to fill a casual vacancy under rule 38.
- (7) Subject to rule 39(2), an Executive Committee Officer holds office until:
- (a) They resign;
  - (b) They are removed through disciplinary action under clause 12;
  - (c) They are terminated from the Committee under sub-clause 9; or
  - (d) They are no longer eligible to be a member of YDAN.

- (8) A Committee Member may resign from the Committee by written notice given to the Secretary or, if the resigning Member is the Secretary, given to the Executive Chairperson. The resignation takes effect:
- (a) when the notice is received by the Secretary or Chair; or
  - (b) if a later time is stated in the notice, at the later time.
- (9) The Executive Chair and Deputy-Chair together may terminate an Office bearer from the Executive Committee, not impacting membership of YDAN, if they believe there is sufficient reason:
- (a) That the Committee Officer is no longer acting in the best interests of the Committee, including:
    - (i) any conflict of interests that are not declared;
    - (ii) any lapse in engagement or duties;
    - (iii) failure to notify of any absences on 2 or more occasions.
  - (b) That the Committee Officer is likely to be prejudicial to the interests of, or bring disrepute upon, YDAN, including:
    - (i) the conviction of the applicant of a criminal offence;
    - (ii) the conduct or incapacity of the applicant; or
    - (iii) any other good reason;
  - (c) An Officer who is terminated from the Executive Officer shall be notified in writing by the Chair with reasons for termination within 7 days of the decision.
    - (i) The written notice will stipulate any actions required and when the termination will take effect.
    - (ii) The Executive Officer may also be issued a Certificate of Appreciation for their time with Executive Committee.
- (10) The Executive Committee must open nominations and appoint a member who is eligible under rule 22(2) to fill a position on the Executive Committee that:
- (a) has become vacant resulting in a Committee of less than 7 under rule 23(1).
- (11) If the position of Chair or Secretary becomes vacant, the Executive Committee must appoint a member who is eligible under rule 22(2) to fill the position within 14 days after the vacancy arises.
- (12) Subject to the requirement for a quorum under rule 27, the Executive Committee may continue to act despite any vacancy in its membership.

- (a) If there are fewer Committee Officers than required for a quorum under rule 27, the Executive Committee may act only for the purpose of:
  - (i) appointing Committee Officers under this rule; or
  - (ii) convening a general meeting.

## **25. Responsibilities of the Executive Committee**

- (1) The Executive Committee Officers are the persons who, as the management committee of YDAN, have the power to manage the affairs of YDAN.
- (2) Subject to the Act, these rules, the Policies, the Executive Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Executive Committee must take all reasonable steps to ensure that YDAN complies with the Act, this Constitution and the Policies.
- (4) The Executive Committee may allocate portfolios to Executive Committee Officers, or generally direct an Executive Committee Officers to carry out a task.

## **26. Special General Meetings**

- (1) The Executive Committee must convene a Special General Meeting if at least 20% of the General Members require a Special General Meeting to be convened.
- (2) The General Members requiring a Special General Meeting to be convened must:
  - (a) make the requirement by written notice given to the Secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (3) The Executive Committee may dismiss the SGM request, by special majority, if they believe the purposes of the meeting can be addressed without meeting.
  - (a) Any dismissal must be relayed to the Members within 14 days, including:

- (i) The reason for dismissal; and
  - (ii) A detailed address of the business raised for the SGM.
- (4) The Special General Meeting must be convened within 28 days after notice is given under subclause (2)(a).
- (5) On any item at a Special General Meeting:
  - (a) Each Executive Committee Officer has one vote unless the Officer may also vote on behalf of a proxy; and
  - (b) Officers may vote personally or by proxy.
- (6) An Executive Committee Officer may, in writing, nominate another Officer to vote on their behalf on any question.
- (7) A copy of the document by which the appointment is made must be given to the Secretary or Chair before any Meeting to which the appointment applies.
- (8) The appointment has effect until:
  - (a) the end of any meeting to which the appointment applies; or
  - (b) the appointment is revoked by the Officer and written notice of the revocation is given to the Secretary or Chair.
- (9) If votes are divided equally on a question, the Chair of the Meeting has a second or casting vote.

## **27. Delegation**

- (1) The Executive Committee may by Resolution passed by Special Majority delegate its powers under this Constitution to:
  - (a) any Officer of the Executive Committee; and
  - (b) any Body which has at least one Officer of the Executive Committee as a member.
- (2) A power delegated under this Clause must not be further delegated without the Executive Committee's approval.
- (3) The Executive Committee may impose any conditions on a delegation of its powers as it sees fit.

- (4) The Executive Committee may by Resolution passed by a Simple Majority revoke a delegation given under this Clause and no delegation so given prevents the exercise or discharge by the Executive Committee of any of its powers, authorities, duties or functions.
- (5) All delegations and revocations of authority pursuant to this Clause will be recorded and tracked by the Secretary.

## **28. Meetings**

- (1) General Meetings of the Executive Committee will be held at least 12 times per calendar year.
- (2) General Meetings of the Executive Committee will be convened and conducted in a manner as determined by the Executive Committee from time to time.
  - (a) The Secretary must give to each Executive Committee Officer:
    - (i) at least 7 days' notice of a General Meeting.
  - (b) The notice must:
    - (i) specify the date, time and place of the meeting; and
    - (ii) indicate the general nature of each item of business to be considered at the meeting.
  - (c) A notice or other document that is to be given to a Member under these rules is taken not to have been given to the Member unless it is in writing and:
    - (i) delivered by hand to the recorded address of the Member; or
    - (ii) Sent by electronic transmission to an appropriate recorded number or recorded electronic address of the member, including any online profile.
- (3) Special Committee meetings may be called by the Chair or any 2 Executive Committee members.
- (4) The presence of an Executive Committee Officer at any meeting need not be by attendance in person but may be in contact by telephone or other means of instantaneous communication.
- (5) An Officer who participates in a meeting as allowed under sub-clause (4) is taken to be present at the meeting and, if the Officer votes at the meeting, they are taken to have voted in person.

## **29. Quorum**

- (1) A quorum of the Executive Committee will be the presence in person, via phone, or via video conference, of not less than 50% Officers of the Executive Committee.
- (2) Of those Executive Committee Officers present, one must be either the Chair, or if they are unable to attend, the Deputy-Chair.
- (3) An Executive Committee Officer who is unable to attend a meeting may grant proxy voting rights to another Executive Committee Officer.
- (4) Proxy voting rights will be in writing and may be sighted and approved by the Chair.
- (5) An Executive Committee Officer may hold proxy voting rights on behalf of other Executive Committee Officers, except that they may not hold proxy voting rights on behalf of more than one Committee Member at any one meeting.

## **30. Chairing of the Executive Committee**

- (1) The Chair will serve as chairperson at meetings of the Executive Committee.
- (2) In the absence of the Chair, the Deputy-Chair will serve as chairperson of meeting of the Executive Committee.
- (3) In the absence of both the Chair and Deputy-Chair, the Executive Committee Meeting will not proceed, pursuant to the section.
- (4) In the case of a tied vote, the chairperson will be entitled to a casting vote in addition to their deliberative vote as an Officer of the Executive Committee.

## **31. Responsibilities of Executive Committee Officers**

- (1) When Executive Committee Officers exercise their powers and responsibilities, they must:
  - (a) exercise their powers with due care and diligence;
  - (b) ensure that any business decisions are made in good faith and in the best interests of YDAN;
  - (c) act in good faith and in the best interests of YDAN;

- (d) not make improper use of information or their position for personal profit;
- (e) declare any conflicts of interest;
- (f) exercise powers in accordance with this Constitution;
- (g) not allow YDAN to incur a debt when YDAN is insolvent or there are reasonable grounds to believe that by incurring the debt YDAN will become insolvent;
- (h) maintain their duties and responsibilities for the duration of their tenure, which shall be ongoing until membership ceases or through disciplinary action; and
- (i) as soon as practicable after their tenure as an Officer of the Executive Committee ceases, deliver to another Officer of the Executive Committee all of the relevant documents and records they hold pertaining to the management of YDAN's affairs.

## **32. Chair**

### (1) The Chair:

- (a) will be an Officer of the Executive Committee, elected by the Executive Committee via a secret ballot;
- (b) holds office for a period of no less than 12 months, after which they will commence a new period of 12 months as Chair unless the Executive Committee determine by resolution passed by Simple Majority decide to give one month of notice that an election will be held at the next Executive Committee meeting.
- (c) is the chief spokesperson for YDAN on all matters relating to the rights and interests of its Members;
- (d) is responsible for:
  - (i) managing the general performance of the Executive Committee, through providing feedback and advice to increase performance;
  - (ii) ensuring the appropriate and efficient flow and access of information to the Executive Committee;

- (iii) communicating the views of YDAN and the Executive Committee to the membership, broader stakeholders and to the public;
  - (iv) ensuring that the information provided to the Executive Committee to inform its deliberations and decision-making is relevant and accurate, and is done in a timely manner;
  - (v) representing YDAN or coordinating representation on external consultative bodies;
  - (vi) submissions, representations and negotiations on behalf of YDAN and the Executive Committee;
  - (vii) overseeing all projects, programs, activities and initiatives;
  - (viii) resolving minor disputes within the Executive Committee that have not yet reached the formal Dispute Resolution process;
  - (ix) liaising and interfacing with any Employees as the primary contact between them and the Executive Committee;
  - (x) operating the finances of YDAN in close collaboration with the Deputy-Chair, Secretary and the other Executive Committee Officer responsible for the portfolio of Treasury if applicable;
  - (xi) ensuring that Bodies fulfill their respective duties, in accordance with their Terms of Reference, and meet the strategic goals set by the Executive Committee;
  - (xii) ensuring that policy approved by the Executive Committee is implemented;
- (e) will cease to be Chair upon:
- (i) resignation of the position of Chair, at which point they return to serving as a general Executive Committee Officer;
  - (ii) resignation of the Executive Committee altogether;
  - (iii) the person no longer being eligible to be a General Member; and
  - (iv) suspension or expulsion under the [Suspension, Limitation or Expulsion](#) section;

- (f) may be directed by the Executive Committee by Resolution passed by Special Majority.

### **33. Deputy-Chair**

(1) The Deputy-Chair:

- (a) will be an Officer of the Executive Committee, other than the Chair, and appointed by the Chair;
- (b) will carry out all duties of the Chair in their absence or conflict of interest;
- (c) will ensure that policy approved and directions given by the Executive Committee are complied with by all Bodies established by the Executive Committee; and
- (d) will cease to be Deputy-Chair upon:
  - (i) resignation of the position of Deputy-Chair, at which point they return to serving as a general Executive Committee Officer;
  - (ii) resignation of the Executive Committee altogether;
  - (iii) the person no longer being eligible to be a General Member;
  - (iv) suspension or expulsion under the [Suspension, Limitation or Expulsion](#) section; and
  - (v) the election of a new Chair, at which point the new Chair appoints their new Deputy-Chair.

### **34. Secretary**

(1) The Secretary:

- (a) will be an Officer of the Executive Committee;
- (b) will be open to members of the Executive Committee to nominate, and if more than one nomination is declared, then the Chair will make the appointment based on merit;
- (c) is responsible for:
  - (i) ensuring that proper notice is given of the meetings of the Executive Committee;

- (ii) ensuring that the proposed items of business in the form of an agenda are circulated with the proper notice of meetings, and to receive input from Officers that are unable to attend;
  - (iii) ensuring that accurate and complete minutes are taken of all meetings of the Executive Committee;
  - (iv) ensuring that all Bodies hold meetings compliant with their Terms of Reference and expectations of the Executive Committee;
  - (v) monitoring the administration of YDAN and reporting regularly to the Executive Committee on the administration;
  - (vi) ensuring that the required administrative documents are prepared for General Meetings;
  - (vii) ensuring that the portfolio of Treasury is fulfilled by a member of the Executive Committee and all requirements of the portfolio are met;
  - (viii) maintaining the Register of Members and records of the Executive Committee;
  - (ix) ensuring YDAN is compliant with relevant licenses, regulations, this Constitution, Policies and Agreements and the Act; and
  - (x) assist the Chair or other Executive Committee Officer in ensuring that all funding applications are accurate and formatted correctly, and submitted within an appropriate time frame.
- (d) will cease to be Secretary upon:
- (i) resignation of the position of Secretary, at which point they return to serving as a general Executive Committee Officer;
  - (ii) resignation of the Executive Committee altogether;
  - (iii) the person no longer being eligible to be a General Member; and
  - (iv) suspension or expulsion under the [Suspension, Limitation or Expulsion](#) section.

## Part 6 – Executive Committee and Bodies Generally

### 35. Applicability of this Part

- (1) This Part applies to all Bodies and the Executive Committee unless a specific provision of this Constitution provide otherwise.

### 36. Establishment and Dissolution

- (1) The Resolution to establish a Body will include its proposed Terms of Reference (“**Terms of Reference**”) which will include:
  - (a) its title;
  - (b) its membership;
  - (c) its responsibilities, accountabilities and powers; and
  - (d) any special provisions as to its meetings and appointments.
- (2) All Bodies are accountable to the Executive Committee for the proper carrying out of their responsibilities and powers.
- (3) A copy of the Terms of Reference of each Body will be kept with this Constitution and read in conjunction with it and other Policies.

### 37. Disclosure of Interest by Officers

- (1) Following a disclosure of interest to the Executive Committee or Body, it will:
  - (a) consider the nature of the interest and decide by Resolution passed by Special Majority whether the disclosing Officer will:
    - (i) be disqualified from participating in discussion and from voting on the matter, in accordance with the Act; or
    - (ii) if the matter is not dealt with by the Act but there is still a perceived conflict – be disqualified from voting on the matter while being permitted to participate in discussion on the matter; or
    - (iii) if the matter is not dealt with by the Act and there is not a perceived conflict – be permitted to participate in discussion and vote on the matter.

- (b) ensure that the minutes of the meeting record:
  - (i) the nature of the Officer's disclosure; and
  - (ii) the Body's decision and reasons for decision with respect to the Officer's further participation in discussion or voting on the matter.
- (2) The Officer who has declared the interest will not be present during, nor participate in, discussion or voting on the Resolution regarding the determination of their disclosure but will be considered still present for the meeting for the sake of quorum requirements.
- (3) The Secretary will keep a log of all material interests of the Executive Committee and ensure they are tabled at the next Annual General Meeting, pursuant to the Act and [Part 4 – Annual General Meetings](#).

### **38. Indemnity of Officers**

YDAN indemnifies all Officers, inclusive of those on the Executive Committee, against any liability incurred by them by reason of any act or omission done by the Officer in good faith in their capacity as an Officer, unless the liability arises out of conduct involving a wilful breach or breaches of the duties and obligations set out in this Constitution, the Code of Conduct, the Policies or other agreements established from time to time.

### **39. Validation**

Even if it is later found that a person who has acted as an Officer was not properly appointed, the validity of:

- (1) the acts of the person acting in that capacity; and
  - (2) decisions of meetings in which that person has participated;
- are not affected provided that Officer has acted in good faith.

### **40. Leave of Absence and Non-Attendance at Meetings**

- (1) An Officer may inform the Executive Committee of a leave of absence in a manner determined appropriate by the Executive Committee from time to time.

- (2) If an Officer is absent without leave on four occasions without notification given by the Executive Committee, then that Officer's position automatically becomes vacant.

#### **41. Code of Conduct**

A Code of Conduct for Officers, outlining their duties and obligations to YDAN and YDAN's duties and obligations to them ("**Code of Conduct**"), will be established by the Executive Committee as a Policy.

### **Part 7 – Financial and Legal**

#### **42. Financial Year**

- (1) The first financial year of YDAN is to be the period notified to the Commissioner under section 7(4)(e) of the Act or, if relevant, section 29(5)(e) of the Act.
- (2) Each subsequent financial year of YDAN is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

#### **43. Sources of Funds**

- (1) The funds of YDAN may be derived from:
  - (a) Membership Subscriptions;
  - (b) revenue from trading activities;
  - (c) grants, sponsorship, and funding agreements;
  - (d) donations and fund-raising; and
  - (e) other sources approved by the Executive Committee.
- (2) All sources of funds will be declared to any Member pursuant to this Constitution.

#### **44. Budget**

The Executive Committee will in each year prepare a budget of proposed income and expenditure for the next succeeding financial year.

## **45. Management of Funds**

- (1) The Executive Committee is responsible for ensuring the proper management of funds of YDAN.
- (2) The Executive Committee will ensure that true, fair and accurate financial books and records of YDAN are kept.
- (3) Pursuant to the Act, YDAN will retain its financial records for at least seven years after the transactions covered by the records are completed.
- (4) Subject to the Act, in the event of YDAN becoming defunct or dissolving or winding up, the assets and funds that remain after such, after the satisfaction of all debts and liabilities, will be transferred to another Incorporated Association with purpose and functions most aligned to YDAN.

## **46. Records**

- (1) The Executive Committee will ensure compliance obligations, as defined by the Act, are met for the safe keeping of the records of YDAN.
- (2) Subject to Executive Committee approval, any Member may request to inspect the financial and administrative documentation of YDAN, as long as it is not of a commercially sensitive or personally sensitive nature.

## **47. Authorisation**

- (1) Agreements and authorisations of YDAN will be signed by the Chair, and may be signed by other members of the Executive Committee with approval.
  - (a) YDAN will not have a common seal.
- (2) All authorisations will be tabled at the next Executive Committee meeting following the date of Agreement or authorisations.
- (3) Signatories will not sign cheques until the payee and amount have been entered.

## **48. Making, Amendment or Repeal of Constitution**

The Constitution may only be adopted, amended or repealed by a Resolution of the Executive Committee, passed by Special Resolution – subject to the Act.

## 49. Special Resolutions

- (1) In this rule **poll** means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to sub-clause (4), the Chair of a General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost.
- (3) If the resolution is a special resolution, the declaration under sub-clause (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the Chair of the meeting or by at least 3 other Executive Committee Officers present in person or by proxy:
  - (a) the poll must be taken at the meeting in the manner determined by the Chair;
  - (b) the Chair must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the Chair of the meeting or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the Chair.
- (7) A declaration under sub-clause (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

## 50. Making, Amendment or Repeal of Policies and Agreements

- (1) The Executive Committee may make, amend and repeal Policies and Agreements not inconsistent with the provisions of this Constitution to provide for:
  - (a) the administration, organisation, finances and functions of YDAN;

- (b) the interpretation of this Constitution or its enabling Policies and Agreements;
  - (c) the implementation of the purposes and powers of YDAN; and
  - (d) any other matter required by this Constitution.
- (2) All Policies and Agreements will be kept together with this Constitution so that they may be read in conjunction.
- (3) Members will at all times comply with the Policies and Agreements as if they formed part of this Constitution.

## **51. Validity of Acts and Decisions**

- (1) The acts and decisions of the Executive Committee and any Bodies established by the Executive Committee from time to time will be valid irrespective of:
- (a) one or more casual vacancies in its membership (including a vacancy arising out of a failure to appoint an Officer of the Executive Committee or Body);
  - (b) a defect or irregularity in, or in connection with the appointment of an Officer of the Executive Committee or Body; or
  - (c) a defect or irregularity in, or in connection with the appointment of the chairperson of a meeting.

## **52. Inconsistencies**

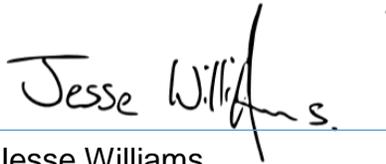
This Constitution is to be read in conjunction with its subsidiary Policies and Agreements. In the event of any inconsistency between this Constitution and a Policy/Agreement, then the former shall prevail.

---

## Approvals and Revisions

Constitution adopted by the Youth Disability Advocacy Network at its Commencement Date on 01/02/2018 and came into immediate effect.

Constitution Updated 12/03/2019.

A handwritten signature in black ink that reads "Jesse Williams". The signature is written in a cursive style and is positioned above a horizontal line.

Jesse Williams  
Executive Chair  
Youth Disability Advocacy Network

For further information, contact:

Mr Jesse Williams

Executive Chair

[jwilliams.ydan@gmail.com](mailto:jwilliams.ydan@gmail.com) or

[hello@ydan.com.au](mailto:hello@ydan.com.au)