



Youth Workers Australia
Inc.
Rules

Adopted on: 22 July 2021

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Youth Workers Australia Inc. ABN 87151332753

An incorporated association

1 Association's name

The name of the Association is **Youth Workers Australia Inc. (Association)**.

2 Purposes

The Association is the professional body for Youth Workers. The purpose for which the Association is established and maintained is to:

- (a) Advocate for professional recognition of the unique practice, knowledge, and skills of Youth Workers.
- (b) Increase the professional and ethical standards for Youth Workers.
- (c) Ensure quality Youth Work training is available and to encourage and promote the ongoing professional development of Youth Work.
- (d) Advocate, alongside unions, for improved industrial relations outcomes for members, and thus
- (e) Improve outcomes for young people.

3 Powers

Solely for carrying out the Association's purposes, the Association may:

- (a) raise funds or encourage contributions by way of gifts (by will or otherwise), grants, sponsorships or otherwise, by personal or public appeals, funds derived through YWA accreditation process, administer, and disperse funds when YWA has been nominated by the Auspicing body, and or by any other manner.
- (b) provide funds or other material benefits by way of grant or otherwise.
- (c) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the Board from a class of trusts, objects or purposes specified by any person;
- (d) accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise and charge and accept fees, commission, or other remuneration for doing so.
- (e) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges.

- (f) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business, or otherwise deal with any real or personal property of any kind or any estate or interest in that property.
- (g) invest, deal with, and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes.
- (h) construct, improve, maintain, develop, work, manage and control real or personal property.
- (i) enter contracts and deeds.
- (j) appoint an attorney or agent with the powers (including the power to sub-delegate), and on the terms, the Association thinks fit, and procure registration or recognition of the Association in any other country or place.
- (k) enter arrangements with any government or authority, and obtain from any government or authority any right, privilege, or concession.
- (l) engage, dismiss, or suspend any employee, agent, contractor, or professional person.
- (m) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the Association's property (both present and future) and purchase, redeem or pay off those securities;
- (n) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (o) print and publish newspapers, periodicals, books, or leaflets or otherwise publish information in hard copy or by electronic means.
- (p) accept any gift of property, whether subject to any special trust or not.
- (q) appoint patrons of the Association.
- (r) make donations for charitable purposes.
- (s) decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property.
- (t) coordinate and arrange conferences, meetings, standing committees and commissions and other forums; and
- (u) do all other things that are incidental or conducive to doing so?

4 Not for profit status

4.1 Application of the Association's income and property

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

4.2 Payments to Board members

All payments to Board members must be approved by the Board including, but not limited to:

- (a) out-of-pocket expenses incurred by a Board member in performing a duty as a Board member of the Association; or
- (b) a service rendered to the Association by a Board member in a professional or technical capacity or as an employee, other than in the capacity as a Board member of the Association, where:
 - (1) the provision of the service has the prior approval of the Board; and
 - (2) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

5 Membership

5.1 Members

- (a) The members are:
 - (1) the members under the existing Rules at the date of the adoption of these Rules; and
 - (2) **the Board members**; and
- (b) the members who are admitted to membership in accordance with this rule 5The Board may decide to create classes of membership with the same or differing rights or privileges.
- (c) Categories of membership
 - (1) Student- an individual who is enrolled in the current study year
 - (2) Graduate- an individual who is in the first year out of studies
 - (3) Associate- an individual who holds a Certificate IV or Diploma in Youth Work
 - (4) Full member - an individual who has completed the recognised Bachelor of Youth Work
 - (5) Alternative membership- is for an individual who has completed studies that can relate to youth work and who has five years of demonstrated and validated experience in the youth work sector
 - (6) Applicants to the Alternate sector must complete the online Ethics module found on the website.

5.2 Criteria for Membership

An individual is deemed to be a member once they have completed the following process:

- 1. The applicant must be an Australian Citizen or have permanent residency in Australia**
- 2. Complete and email the membership application on the website. ywa.org.au/membership/application**
- 3. Provided electronic copies of qualifications or proof of enrolment with application**

4. **In the case of an alternate membership, a CV or resume must be attached to the application with all other relevant documents**
5. **Once the application is approved by the Board or the Membership officer, an invoice will be sent for payment. Membership is not validated until payment has been received.**

5.2 Application

- (a) Every applicant for membership of the Association must apply in the form and manner decided by the Board and must agree to be bound by the Code of Ethical Practice. The membership form is available on the website.
- (b) The members shall be divided into the following categories:
 - (1) Full Members, which should have the right to be present and debate at General Meetings and have voting rights.
 - (2) Associate Members, which should have the right to be present and debate at General Meetings and have voting rights.
 - (3) Graduate Members which should have the right to be present and debate at General Meetings and have voting rights.
 - (4) Student Members which shall have the right to be present and debate at General Meeting but does not have voting rights; and
 - (5) Alternate members who shall have the right to be present and debate at General Meeting but do not have voting rights; and
 - (6) such other category or categories of members as determined by the Board from time to time
- (c) After the receipt of an application for membership, the Board, or Membership Officer approved by the Board, must consider the application and decide whether to admit or reject the admission of the applicant. The Board or its delegate need not give any reason for rejecting an application.
- (d) Membership fees are determined by the Board; they are reviewed bi-annually. The fee is annual and payable by members by 30 June of the membership year.
- (e) The Board must notify all persons entered on the register of members of the amount and time for payment of any annual membership fee and of any alteration to the annual membership fee. Varying amounts may be applied as decided by the Board and made available to the members in a notice or a membership policy.
- (f) Where the annual membership fee is not received:
 - (1) after one month of the due date, the Board may issue a written reminder notice to the member; and
 - (2) after one month of the written reminder notice, the member's rights and privileges associated with that membership will be suspended, including the right to receive notices of general meetings and the right to attend and vote at general meetings.
- (g) If a member who was suspended pursuant to rule 5.3(c) has not paid an annual membership fee for more than 2 months after the written reminder notice, the person ceases to be a member, unless the person is also a Board member, in which case the suspension under rule 5.3(c) will continue.

5.3 Register of members

- (a) The Board must keep a register of members. The full name, address, class of membership, Documentation of Qualifications, University, and institution where

the Qualification was obtained and USI (unique Student Identifier). The date of entry, the name and address, personal email and mobile and or home phone number of each member must be entered.

- (b) The date on which a person ceases to be a member of the Association must be entered in the register of members within 14 days of the cessation of membership.
- (c) Information about a person who is no longer a member, other than the name of the person and the date on which the person ceased to be a member, must be removed from the register of members within 14 days of the cessation of membership.
- (d) The register of members may be kept in an electronic format the Board has approved, so long as it is readily convertible to written or printed form. The data must be stored in an Electronically Secure filing system.
- (e) YWA does not share members personal information with any third party, with the exception of when YWA is bound by the law.
- (f) Any application for a copy of the member's register must be completed on the YWA Request for Information document by a legal representative. This document which can be accessed by contacting secretary @ywa.org.au
- (g) The register of members must be available for inspection by members upon request from a member's legal representative, by providing reasons for the inspection. The member must give reasonable notice in writing to the Association. The Board members will require in writing by the applicant legal service that the information for a proper purpose as permitted by the Act. The Board members will require a fee of \$100 for any copy of the register provided.
- (h) All persons may treat the register of members as complete and accurate. Nothing done in good faith based on the completeness and accuracy of the register of members will be rendered ineffective, void, or voidable by any subsequently discovered omission from, or inaccuracy in, the register of members.

5.4 Grievance or dispute procedure

- (a) Any Grievance or dispute under these Rules between a member and another member or between a member and the Association must, unless the parties otherwise agree, be dealt with by the procedure in this rule 5.5.
- (b) Any Grievance or dispute must be documented on the grievance dispute form (G&D form), which the disputing parties or member who has a grievance can apply to the Secretary for access to
- (c) Any party to a dispute between members may refer the dispute to the Board, on the completed G&D form, to the Chair, for determination or mediation.
- (d) The Board may, subject to rule 5.5(e) below, act as a mediator (provided they are unbiased) or may appoint a third party as a mediator.
- (e) If there is a dispute between the Association and a member, either party may require the dispute to be referred to mediation.
- (f) The mediator must be an unbiased decision-maker and:
 - (1) a person is chosen by agreement between the parties to the dispute; or
 - (2) in the absence of agreement within 14 days of a party requiring mediation.
 - (A) in the case of a dispute between a member and another member, a person appointed by the Board.

- (B) in the case of a dispute between a member and the Association, a person who is an independent mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice & Community Service) or its successor in law.
- (g) A member can be a mediator, provided they are an unbiased decision-maker.
- (h) The mediator cannot be a party to the dispute.
- (i) Any party to a dispute may appoint any person to act on behalf of that party in the process of determination by the Board or mediator.
- (j) The Board, in determining the dispute (if requested under rule 5.5(b)) or a mediator, in conducting the mediation, must:
 - (1) give the parties to the dispute every reasonable opportunity to be heard.
 - (2) allow due consideration by all parties of any written statement submitted by a party; and
 - (3) ensure that natural justice is accorded to the parties to the dispute throughout the process.
- (k) If the mediation process does not result in the dispute being resolved, within a reasonable time as decided by the mediator, or failing this decision, within 30 days of the party requiring mediation, any party to the dispute may seek to resolve the dispute in accordance with the Act or otherwise at law.
- (l) A determination made by the Board under this rule is final and binding on all parties to the dispute.

5.5 Rights, obligations, and liabilities of members

- (a) The members have the rights set out in the Act and at law, as modified, deleted, varied, or added to by these Rules.
- (b) The members are required to comply with these Rules and any by-rules, regulations, codes of conduct, policies, or guidelines applicable to members adopted by the Board from time to time and will be available to the members upon request.
- (c) The liabilities of a member, as a member, are limited to the amount, if any, unpaid by the member in respect of any membership fee.

5.6 Code of Ethical Practice

- (a) The Association must maintain a written Code of Ethical Practice which will set out:
 - (1) procedures for the promotion and maintenance of the principles outlined in the Code of Ethical Practice; and
 - (2) procedures for dealing with matters of ethical and professional standards.
- (b) The Board will review the Code of Ethical Practice at least once every five (5) years and the review will be presented to the next general meeting after completion of the review.
- (c) Copies of the Code of Ethical Practice will be made available to members free of charge.

- (d) In the period before it develops its own Code of Ethical Practice, the Association will be adopting the *Code of Ethical Practice – A First Step for the Victorian Youth Sector*.

6 When membership ceases

6.1 Death, resignation, and other events

A person immediately ceases to be a member if the person:

- (a) if the member is ineligible to hold a Working with Children Check WWCC
- (b) Is convicted of an indictable offence
- (c) dies.
- (d) resigns as a member by giving written notice to the Association.
- (e) or is diagnosed by a GP or specialist as medically unfit, who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health.
- (f) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors.
- (g) is expelled under rule 6.2; or
- (h) becomes, if the Board so decides in its absolute discretion, an untraceable member because the person has ceased to reside at, attend or otherwise communicate with his or her address, webmail or phone number/numbers as it appears on the register of members.

6.2 Disciplinary action

- (a) If in the Board members' absolute discretion, they decide it is not in the interests of the Association for a member to remain a member, the Board members may by resolution recommend the member (who is not a Board member) be expelled from the Association.
- (b) If the Board intends to consider a resolution under rule 6.2(a), at least one week before the meeting at which the resolution is to be considered, they must give the member written notice:
 - (1) stating the date, place, and time of the meeting.
 - (2) setting out the intended resolution and the grounds on which it is based; and
 - (3) informing the member that they may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.
 - (4) To advise that the member may enact the appeals process if the outcome warrants this process
- (c) If the Board passes a resolution under rule 6.2(a) and is not an unbiased decision-maker, the decision to expel must be referred by the Board to an unbiased independent decision-maker for determination.
- (d) The decision-maker must make his or her determination within 30 days of the referral, and both parties must be given an opportunity to be heard.
- (e) A member who has received notice under rule 6.2(b) must not initiate a grievance procedure under rule 5.5 until the determination under rule 6.2(d).

- (f) A determination by the Board if it is an unbiased decision-maker, or if the matter has been referred to another decision-maker, the determination by that decision-maker is final and binding on all parties.
- (g) A Board member may only be expelled as a member once they have been removed as a Board member under rule 10.4.

7 Winding up

- (a) If, on the winding up or dissolution of the Association, any property remains after the satisfaction of all its debts and liabilities, this property must only be given or transferred to an organisation:
 - (1) that is charitable at law.
 - (2) Not for Profit
 - (3) whose constitution prohibits distributions or payments to its members to an extent at least as great as is outlined in rule 4; and
- (b) The identity of the institution referred to in rule 7(a) must be decided by the Board, or if the Board does not wish to decide or does not decide, it must be decided by the members by ordinary resolution at or before the time of winding up or dissolution of the Association and, if the members cannot decide, by the Supreme Court of the state or territory in which the Association is registered.

8 Altering this Statement of Purposes and Rules

8.1 Alteration

- (a) These Rules may only be altered, deleted, or added to, in accordance with the Act.

9 General meetings

9.1 Holding and calling general meetings

- (a) The Association must in each calendar year convene an annual general meeting of the members within five months of the end of the financial year.
- (b) A general meeting (including an annual general meeting or a special general meeting) may only be called:
 - (1) by a resolution of the Board; or
 - (2) by a Board member under these Rules; or
 - (3) as otherwise provided in the Act.
- (c) The Board may change the venue for, or hold meetings by a streaming service, postpone or cancel a general meeting if:
 - (1) the Board considers that the meeting has become unnecessary.
 - (2) the venue would be unreasonable or impractical; or

- (3) a change is necessary in the interests of conducting the meeting efficiently.

9.2 Notice of general meetings

- (a) At least 21 days' notice of every general meeting must be given in any manner authorised by rule 15 to each person who is at the date of the notice:
 - (1) a member.
 - (2) a Board member; or
 - (3) the Auditor, if any.
- (b) A notice of a general meeting must:
 - (1) specify the date, time, and place of the meeting.
 - (2) state the general nature of the business to be transacted at the meeting.
 - (3) state in full any proposed special resolution and state that the resolution is being proposed as a special resolution; and
 - (4) specify the manner and time for the receipt of proxies.
- (c) The non-receipt of notice of a general meeting or proxy form by any person entitled to receive notice of a general meeting does not invalidate anything done, or resolution passed at the general meeting if the non-receipt or failure occurred by accident or error.
- (d) A person's attendance at a general meeting waives any objection to a failure to give notice, or the giving of a defective notice, of the meeting.

9.3 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) Board members must give 24 hours' notice (if possible) to be an apology
- (c) A quorum consists of 5 members entitled to vote and present at the meeting.
- (d) If a quorum is not present within 30 minutes after the time appointed for a general meeting, the meeting stands adjourned to the day, and at the time and place that the Board decides or, if the Board does not make a decision, to the same day in the next week at the same time and place.
- (e) If, at the adjourned meeting under rule 9.3(c), a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

9.4 General meetings using technology

- (a) The contemporaneous linking together by telephone or other electronic means or streaming services of a sufficient number of the members in person to constitute a quorum constitutes a meeting of the members, provided each member can clearly and simultaneously communicate with each other.
- (b) All the provisions in these Rules relating to meetings of the members apply, so far as they can and with any necessary changes, to meetings of the members by telephone or other electronic means.
- (c) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.

- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, if at least one of the members involved was at that place for the duration of the meeting.

9.5 Chairperson of general meetings

- (a) The chairperson of the Board must preside as chairperson at a general meeting if:
- (1) present within 15 minutes after the time appointed for the meeting; and
 - (2) willing to act.
- (b) If there is no chairperson of the Board or both the conditions in rule 9.5(a) have not been met, the vice-chair to preside or if neither the Chair nor Vicechair is available 9.5. (c) will apply
- (c) A chairperson elected under rule 9.5(b) must be:
- (1) another Board member who is present and willing to act; or
 - (2) if no other Board member present at the meeting is willing to act, a member who is present and willing to act.

9.6 Conducting and adjourning general meetings

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b) The chairperson of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (c) Where a meeting is adjourned for 30 days or more, a notice of the adjourned meeting must be given as for an original meeting.
- (d) Except as provided by rule 9.6(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) Where a meeting is adjourned, the Board may change the venue of, or postpone or cancel, the adjourned meeting.

9.7 Decisions at general meetings

- (a) Except whereby law a resolution requires a special majority, questions arising at a general meeting must be decided by most votes cast by the members present at the meeting. Such a decision is, for all purposes, a decision of the members.
- (b) Where the votes on a proposed resolution are equal:
- (1) the chairperson of the meeting does not have a second or casting a vote; and
 - (2) the proposed resolution is taken as lost.
- (c) A resolution put to the vote of a general meeting must be decided as the chairperson determines unless, before the vote is taken or before or immediately after the declaration of the result of the vote, a poll is demanded by:
- (1) the chairperson of the meeting; or
 - (2) any member present.

- (d) A demand for a poll does not prevent a general meeting from continuing for the transaction of any business except the question on which the poll has been demanded.
- (e) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) If a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
- (g) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (h) The demand for a poll may be withdrawn.

9.8 Voting rights

- (a) Subject to these Rules, and to any rights or restrictions attached to any class of membership, at a general meeting, every member present and entitled to vote has one vote.
- (b) Each member entitled to vote at a meeting of members may vote:
 - (1) in person; or
 - (2) by one proxy; or
 - (3) where a member is a body corporate, by its representative.
- (c) A proxy or representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.
- (d) An objection to the qualification of a person to vote at a general meeting must be:
 - (1) raised before or at the meeting at which the vote objected to is given or tendered; and
 - (2) referred to the chairperson of the meeting, whose decision is final.
- (e) A vote not disallowed by the chairperson of a meeting under rule 9.8(d) is valid for all purposes.

9.9 Member's proxy or representative

- (a) Each proxy and representative must be appointed by a member by notice in the form determined by or accepted by the Board, given to the Board no later than 24 hours before the time of the general meeting for which the proxy or representative is appointed.
- (b) A proxy or representative must be a Full Member of the Association.
- (c) A proxy or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.
- (d) An instrument appointing a proxy or representative may direct the manner in which the proxy or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy or representative is not entitled to vote on the proposed resolution except as directed in the instrument.

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- (e) Even though the instrument appointing a proxy or representative may refer to specific resolutions and may direct the proxy or representative how to vote on those resolutions unless otherwise provided, it is taken to also confer authority:
- (1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions are not put or any similar motion.
 - (2) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the Chair or to adjourn the meeting; and
 - (3) to act generally at the meeting.
- (f) The Board may waive all or any of the requirements for proxies or representatives, and in particular, may waive the time in which the proxy or instrument appointing a representative must be received, the form the instrument appointing a proxy or representative is in and, on the production of such other evidence as the Board requires to prove the validity of the appointment of a proxy or representative, accept:
- (1) an oral appointment of a proxy or representative; or
 - (2) a copy (including a copy sent electronically) of an instrument appointing a proxy or representative or of the power of attorney or other authority under which the instrument is signed.
- (g) The appointment of a proxy is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, the person acting as proxy for the appointer is not entitled to vote and must not vote, as the appointer's proxy on the resolution.

10 Board members

10.1 Composition of Board

- (a) The Board members will be those persons who were Board members immediately before the adoption of these Rules.
- (b) The minimum number of Board members is 4. The maximum number of Board members is to be fixed by the Board members but may not be more than 10. The Board members must not determine a maximum that is less than the number of Board members in office at the time the determination takes effect.
- (c) The Board members may appoint an eligible individual as a Board member. The individual must meet all eligibility criteria, and they must provide a complete CV with contactable referees, electronic copies of Qualifications, hold a WWCC and not have been charged with an indictable offence and must be a paid member.
- (d) Either to fill a casual vacancy or as an addition to the existing Board members, provided the number of Board members does not exceed the maximum number fixed under rule 10.1(a).
- (e) The Board members hold office until they cease to be a Board member under rule 10.5.
- (f) Subject to rule 10.5, the Board members must resign from office as provided in rule 10.2.

10.2 Retirement of Board members by rotation

- (a) A Board member appointed by the Board members under rule 10.1(c) who is not an executive Board Member holds office only until the conclusion of the next annual general meeting following his or her appointment.
- (b) At every annual general meeting if the number of Board members (after excluding any executive Board members and any Board members appointed by the Board members under rule 10.1(c) and standing for election):
 - (1) is 5 or less, then 2 of the remaining Board members must retire from office; or
 - (2) if the number is more than 5, one-third of those Board members (to the nearest whole number) must retire from office.
- (c) No Board member (excluding any executive Board member) may hold office without re-election beyond the third annual general meeting following the meeting at which the Board member was last elected or re-elected.
- (d) The Board members to retire under rule 10.2(b) are those Board members who wish to retire and not offer themselves for re-election, those Board members required to retire under rule 10.2(c) and, so far as is necessary to obtain the number required, those who have been longest in office since their last election or appointment. As between Board members who were last elected or appointed on the same day, those to retire must, unless they can agree among themselves, be decided by lot.
- (e) The Board members to retire under rule 10.2(b) (both as to number and identity) is decided to have regard to the composition of the Board of Board members at the date of the notice calling the annual general meeting. A Board member is not required to retire and is not relieved from retiring because of a change in the number or identity of the Board members after the date of the notice but before the meeting closes.
- (f) A Board member retiring from office is eligible for re-election subject to a maximum term of 9 years unless the maximum term is varied for a particular Board member by the Board members.
- (g) The retirement of a Board member from office and the re-election of the Board member or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occur.

10.3 Nomination of Board members

- (a) Nominations of candidates for election as Board members will be called for at least **21** days prior to the annual general meeting of the Association at which elections will be held. The notice calling for nominations must list those Board members ceasing to be Board members at the annual general meeting and whether they are standing for re-election, and the date the nominations must be received by the Secretary.
- (b) The nominations must be:
 - (1) made in writing, signed by one Full member other than the candidate.
 - (2) accompanied by a short biographical statement, which addresses "Why you would like to become a YWA Board member" and the written consent of the candidate (which may be endorsed on the form of nomination).
 - (3) delivered to the Secretary 7 days before the AGM or date notified.

10.4 Removal of Board members

- (a) Subject to rules 10.4(b), (c) and (d), the members may, by a special resolution passed at a general meeting, remove any Board member.
- (b) Any request by the members for a general meeting to consider a special resolution to remove a Board member must be made in writing by members representing at least 10% of all members and outline the reasons for the request. A contact member must be nominated in the request together with contact details.
- (c) The Board members must consider the request made under rule 10.4(b) and decide whether to hold a general meeting and put the special resolution to the members. If the Board members decide not to hold a general meeting, they must notify the contact members nominated under rule 10.4(b). If the Board decides to hold a general meeting, it must be held within six months of the receipt of the request.
- (d) The Board member who is the subject of a proposed special resolution under rule 10.4(a) must not take part in the Board considerations referred to in rule 10.4(c) and must be given at least six weeks' notice of a general meeting. The Board member may make a representation in writing to the chairperson (not exceeding a reasonable length) and request that the representation be notified to the members, and the chairperson must send a copy of the representation to each member if received at least 28 days before the general meeting and the Board member may require that it be read out at the general meeting.

10.5 Vacation of office

The office of a Board member becomes vacant if the Board member:

- (a) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth).
- (b) is found guilty of or convicted of an indictable offence punishable by imprisonment, whether a term of imprisonment is imposed becomes ineligible to hold a WWCC.
- (c) becomes a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health.
- (d) is removed from office by special resolution of the members in accordance with rule 10.4.
- (e) fails to attend meetings of the Board for at least three consecutive meetings or at least four meetings over a period of 12 months without leave of absence unless the Board members subsequently decide to grant a leave of absence.
- (f) resigns by written notice to the Association; or
- (g) a statutory manager is appointed under the Act to conduct the affairs of the Association.

10.6 Board members' interests

- (a) Subject to rule 10.6(b), a Board member who has a material personal interest in a matter being considered by the Board must:
 - (1) as soon as they become aware of his or her interest, disclose to the Board members:
 - (A) all pecuniary interests or conflict of interests, the nature and extent of his or her interest; and

- (B) the relation of the interest to the activities of the Association;
and
- (2) disclose the nature and extent of the material personal interest in the matter to the members at the next general meeting.
- (b) Rule 10.6(a) does not apply in respect of an interest that exists only by the Board member:
- (1) is an employee of the Association.
- (2) is a member of a class of persons for whose benefit the Association is established; or
- (3) has the interest in common with all or a substantial proportion of the members?
- (c) A Board member who has a material personal interest in a contract, or proposed contract, with the Association, or who has a material personal interest in a matter being considered by the Board members, must not unless Rule 10.6(b)(2) and (3) applies:
- (1) be present while the matter is being considered; or
- (2) vote on the matter.
- (d) A disclosure under rule 10.6(a)(1) and (2) must be recorded in the minutes of the meetings at which the disclosure was made.
- (e) A contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the Board member and the Association, and the Board member is not liable to account for profits derived from the contract, provided rules 10.6(a) and (c) have been complied with (if applicable) by the Board member.
- (f) If there are not enough Board members to form a quorum to consider a matter due to rule 10.6(c), any Board member (including a Board member with a material personal interest) may call a general meeting to consider the matter.
- (g) The Board members may make regulations or adopt a policy dealing with pecuniary interest or a conflict of interest, including requiring the disclosure of interests that a Board member, and any person considered by the Board members as related to or associated with the Board member, may have, or may be perceived to have, in any matter concerning or which may affect the Association, in any way.

10.7 Use of information or position

- (a) A Board member must not:
- (1) while a Board member; and
- (2) after ceasing to be a Board member,
knowingly or recklessly make improper use of information acquired by virtue of his or her position in the Association to:
- (3) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
- (4) cause a detriment to the Association.
- (b) A Board member must not knowingly or recklessly make improper use of his or her position in the Association to:
- (1) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or

- (2) cause detriment to the Association.

10.8 Powers and duties of Board members

- (a) The Board members have the duties set out in the Act.
- (b) The Board members are responsible for managing the Association's affairs and carrying out the purposes of the Association subject to the Act and these Rules. The Board members may exercise, to the exclusion of the Association in general meeting, all the Association's powers which are not required, by the Act or by these Rules, to be exercised by the Association in general meeting.
- (c) The Board members may:
- (1) appoint or employ an officer, agent, or attorney of the Association with the powers, discretions and duties vested in or exercisable by the Board members, on the terms the Board members decide.
 - (2) authorise an officer, agent, or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent, or attorney; and
 - (3) subject to any contract between the Association and the relevant officer, agent, or attorney, remove or dismiss any officer, agent, or attorney at any time, with or without cause.

10.9 Proceedings of the Board

- (a) The Board members may meet and adjourn and otherwise regulate their meetings as they think fit.
- (b) The simultaneous linking together by telephone or other electronic means of a sufficient number of the Board members to constitute a quorum constitutes a meeting of the Board members. All the provisions in these Rules relating to meetings of the Board members apply, so far as they can and with any necessary changes, to meetings of the Board members by telephone or other electronic means.
- (c) A Board member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, if at least one of the Board members involved was at that place for the duration of the meeting.
- (e) If, before or during the meeting, any technical difficulty occurs as a result of which one or more Board members cease to participate, the chairperson may adjourn the meeting until the difficulty is remedied or may, where a quorum of Board members remains present, continue with the meeting.

10.10 Convening Board meetings

- (a) A Board member may convene a meeting of the Board members whenever a meeting is reasonably necessary.
- (b) A secretary must, on the requisition of a Board member, convene a meeting of the Board members.

10.11 Notice of Board meetings

- (a) Subject to these Rules, a notice of a meeting of the Board must be given to each person who is at the time of giving the notice a Board member, except a Board member on leave of absence approved by the Board members.

- (b) A notice of a Board meeting:
 - (1) must specify the time and place of the meeting.
 - (2) need not state the nature of the business to be transacted at the meeting.
 - (3) may be given immediately before the meeting; and
 - (4) may be given in person or by post, telephone, or other electronic means.
- (c) A Board member may waive the requirement of notice of a meeting of Board members by notifying the Association to that effect in person or by telephone or other electronic means.
- (d) The non-receipt of notice of a meeting of Board members by, or a failure to give notice of a meeting of Board members to, a Board member does not invalidate anything done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error.
 - (2) the Board member has waived or waives notice of that meeting under rule 10.12(c) before or after the meeting.
 - (3) the Board member has notified or notifies the Secretary or chairperson of his or her agreement to that thing or resolution personally or by telephone, or other electronic means before or after the meeting; or
 - (4) The Board member attended the meeting.
- (e) Attendance by a person at a meeting of Board members waives any objection which that person may have to a failure to give notice of the meeting.

10.12 Quorum at Board meetings

- (a) No business may be transacted at a Board meeting unless a quorum of Board members is present at the time the business is dealt with.
- (b) A quorum consists of:
 - (1) if the Board members have fixed a number for the quorum greater than 3, that number of Board members present at the meeting; and
 - (2) In any other case, 3 Board members.
- (c) If the number of Board members in office at any time is not sufficient to constitute a quorum or is less than the minimum number of Board members fixed under these Rules, the remaining Board members must act as soon as possible to appoint additional Board members, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

10.13 Chairperson and other Board positions

- (a) The Board members may elect a chairperson, a deputy chairperson, a treasurer, or other positions as the Board members decide and may decide the period for which that Board member is to hold that position.
- (b) The chairperson must preside as chairperson at each Board meeting if present within 10 minutes after the time appointed for the meeting and willing to act. If the chairperson is not present within 10 minutes after the time appointed for the meeting or is not willing to act, the deputy chairperson must preside as chairperson at the meeting (if present within 10 minutes after the time appointed for the meeting and willing to act).

- (c) If there is no chairperson or the conditions in rule 10.13(b) have not been met, the Board members present must elect one of the Board members as chairperson of the meeting.

10.14 Decisions of Board members

- (a) A meeting of Board members at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Board members under these Rules.
- (b) Questions arising at a meeting of Board members must be decided by most votes cast by the Board members present. Such a decision is, for all purposes, a decision of the Board members.
- (c) Where the votes on a proposed resolution are equal:
- (1) the chairperson of the meeting does not have a second or casting a vote; and
 - (2) The proposed resolution is taken as lost.

10.15 Written resolutions of Board members

- (a) A resolution is taken to have been passed by a meeting of Board members if:
- (1) all of the Board members (other than any Board member on leave of absence approved by the Board members, any Board member who disqualifies himself or herself from considering the resolution in question and any Board member who would be prohibited by the Act from voting on the resolution in question) sign or consent to a written resolution; and
 - (2) The Board members who sign or consent to the resolution would have constituted a quorum at a meeting of Board members held to consider that resolution.
- (b) A Board member may consent to a resolution by:
- (1) signing the document containing the resolution (or a copy of that document).
 - (2) giving to the Association at its registered address a written notice (including by fax or other electronic means) addressed to the Secretary or to the chairperson signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
 - (3) telephoning the Secretary or the chairperson and signifying assent to the resolution and clearly identifying its terms.

10.16 Advisory councils

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

10.17 Committees of the Board

- (a) The Board members may delegate any of their powers to one or more committees consisting of the number of Board members and other individuals they think fit.
- (b) A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Board.

- (c) The provisions of these Rules that apply to meetings and resolutions of Board members apply, so far as they can and with any necessary changes, to meetings and resolutions of any committee.

10.18 Delegates

- (a) The Board may, from time to time, appoint delegates of the Association, who may or may not be Board members.
- (b) A delegate to whom any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Board.
- (c) Despite rule 10.18(b), the Board members remain responsible for the:
 - (1) exercise of Board members' powers and duties; and
 - (2) discharge of Board members' responsibilities; and
 - (3) actions and omissions of a delegate appointed under rule 10.18(a), provided they are within the terms of the delegation.

10.19 Validity of acts

An act done by:

- (a) a person acting as a Board member.
- (b) a meeting of Board members; or
- (c) a committee under Rule 10.17,

is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person, the Board members, or the committee (as applicable) when the act was done:

- (d) a defect in the appointment of the person as a Board member.
- (e) the person being disqualified from being a Board member or having vacated office; or
- (f) the person not being entitled to vote.

11 Secretary

11.1 Appointment

- (a) The Board members must appoint a secretary to hold the position subject to the Act and carry out the duties provided in the Act and any additional duties as decided by the Board members.
- (b) Before being appointed, the Secretary must:
 - (1) consent to the appointment.
 - (2) be at least 18 years old; and
 - (3) be a resident of Australia.
- (c) The Secretary may hold any other position or office in the Association.
- (d) Rule 10.7 applies to the Secretary as though they are a Board member.

11.2 Vacation of office

- (a) The office of a Secretary becomes vacant if the Secretary:
 - (1) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth).
 - (2) is found guilty of or convicted of an indictable offence punishable by imprisonment, whether a term of imprisonment is imposed.
 - (3) if the person is no longer eligible to hold a WWCC
 - (4) Is medically diagnosed as not fit to hold office
 - (5) becomes a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health.
 - (6) is removed from office by resolution of the Board members.
 - (7) resigns by written notice to the Association; or
 - (8) ceases to be a resident of Australia.
- (b) The Board members must appoint a new secretary within 14 days of the office becoming vacant and provide notice as required under the Act.

12 Executive officers

12.1 Executive Board member

- (a) The Board may appoint one or more of the Board members as executive Board members or may appoint a chief executive officer.
- (b) A Board member's appointment as an Executive Board Member automatically terminates if they cease to be a Board member.
- (c) The Board members may confer on an Executive Board Member such title as they think fit.

12.2 Provisions that apply to all executive officers

- (a) A reference in this rule 12.2 to an executive officer is a reference to an Executive Board Member or a chief executive officer.
- (b) The appointment of an executive officer may be for the period, at the remuneration and on the conditions that the Board thinks fit.
- (c) Subject to any contract between the Association and the relevant executive officer, an executive officer may be removed or dismissed by the Board at any time, with or without cause.
- (d) The Board may:
 - (1) confer on an executive officer the powers, discretions, and duties (including any powers, discretions and duties vested in or exercisable by the) they think fit.
 - (2) withdraw, suspend, or vary any of the powers, discretions and duties conferred on an executive officer; and
 - (3) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on them.

- (e) An act done by a person acting as an executive officer is not invalidated merely because of one of the following circumstances if that circumstance was not known by the person when the act was done:
 - (1) a defect in the person's appointment as an executive officer; or
 - (2) the person is disqualified from being an executive officer.

13 Indemnity and insurance

13.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 13 apply to Indemnified Officers.

13.2 Indemnity

- (a) The Association must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the Association.
- (b) This indemnity:
 - (1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the Association; and
 - (2) operates only to the extent that the loss or liability in question is not covered by insurance.

13.3 Insurance

The Association may, to the extent permitted by law, purchase and maintain insurance; or pay or agree to pay a premium for insurance for any Indemnified Officer against any liability incurred by the person as an officer of the Association where the Board considers it appropriate to do so.

13.4 Savings

Nothing in this rule 13:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- (b) limits the capacity of the Association to indemnify or provide or pay for insurance for any person to whom this rule 13.3 does not apply.

14 Financial records

14.1 Keep financial records

- (a) The Board members must keep financial records that:
 - (1) correctly record and explain the Association's transactions and financial position and performance; and

- (2) enable true and fair financial statements to be prepared as required by the Act or any other law.
- (b) The records must be retained for at least seven years.

14.2 Tier one, tier two, or tier three Association

Each year the Board must determine whether the Association is a tier-one, tier two or tier three Association in accordance with the Act and comply with the requirements of reporting, review and audit applicable to that tier as set out in the Act.

15 Notices

15.1 Notices by the Association to members

The Association may give notices, including a notice of a general meeting to a member:

- (a) personally.
- (b) by sending it by electronic mail to the member in the register of members. or the alternative address (if any) nominated by the member; or

Notices by the Association to the Board Members

Subject to these Rules, a notice may be given by the Association to any Board Member by:

- (c) serving it personally at the Board member's usual residential or business address.
- (d) sending it by post in a prepaid envelope to the Board Member's usual residential or business address; or
- (e) by electronic means, as the Board member has supplied to the Association for giving notices.

15.2 Notices by Member or Board member to the Association

Subject to these Rules, a notice may be given by a member or Board member to the Association by:

- (a) by electronic means to the principal electronic address of the Association.

15.3 Time of service

- (a) Where a notice is sent by electronic means by an electronic messaging system that contains a delivery verification function, service of the notice is to be taken to be effected on the generation by the electronic messaging system of a delivery verification notice or log entry, or other confirmation
- (b) in the case of a notice of a general meeting, on the day email is sent
- (c) Where notice is sent by electronic means by electronic mail or another electronic messaging system (other than those referred to in rule 15.4(c)), service of the notice is to be taken to be affected on the delivery to:
 - (1) where an addressee is a natural person, the addressee's electronic mail or electronic messaging system account; or

- (2) where the addressee is a corporation, the corporation's computer systems.
- (d) If service under rules 15.4(b), 15.4(c) and 15.4(d) is on a day that is not a Business Day or is after 4.00 pm (addressee's time), the notice is regarded as having been received at 9.00 am on the next following Business Day.
- (e) For the purposes of rule 15.4(e), **Business Day** means a day that is not a Saturday, Sunday or a public holiday or bank holiday in the place concerned.

15.4 Other communications and documents

Rules 15.1 to 15.4 (inclusive) apply, so far as they can and with any necessary changes, to the service of any communication or document.

15.5 Notices in writing

A reference in these Rules to a written notice includes a notice given by or electronic transmission or any other form of written communication.

16 Source and management of funds

- (a) The funds of the Association are to be derived from fees, annual membership fees, gifts, sponsorships, donations, government or organisational grants or payments, fundraising activities and such other sources as the Board determines.
- (b) The funds must be managed through the Associations nominated Bank account as decided by the Board members.
- (c) All bank transactions, either income or expenditure, must be completed electronically by the Treasurer or other nominated signatory
- (d) A backup copy must be transferred to the YWA external Hard drive at the end of every month
- (e) All drafts, bills of exchange, promissory notes and other negotiable instruments must be signed:
 - (1) as the Board members decide; or
 - (2) failing a decision by any 2 Board members.

17 Records

17.1 Custody of records

The Board or its delegate for this purpose must keep in its or their custody, or under its or their control, all records, books, documents, and securities of the Association.

All records are to be stored electronically in a Secured electronic filing system as nominated by the Board

A hard copy of all minutes, monthly financial reports, agendas etc. are to be retained by the Secretary

A copy of all records are to be transferred to the YWA hard drive at the end of every month.

17.2 Minutes of meetings and minutes of resolutions

- (a) The Board members must ensure accurate minutes are recorded and stored electronically for the purpose of:
 - (1) proceedings of general meetings, of Board meetings and of committees of the Board; and
 - (2) resolutions put to members, Board members and committee members.
- (b) The minutes of a meeting must be signed within a reasonable time by the chairperson of the meeting or the chairperson of the next meeting as an accurate record after the Board concurs the minutes are an accurate record.
- (c) Electronic Signatures to be used on all documents by the appropriate elected representatives this is due to the inability to meet in personal i.e. Covid Lockdowns.

17.3 Inspection of records

- (a) The documents associated with incorporation, these Rules, the trust deed of any trust of which the Association is a trustee, and the minutes of general meetings, including accounting records and financial statements submitted to that general meeting, must be made available for inspection by any member who gives the chairperson, the Secretary or delegate for this purpose, reasonable notice that the member wishes to inspect them.
- (b) The Board must give a member a copy of anything referred to in Rule 17.3(a) within 14 days of a written request from a member and payment of any reasonable fee as set by the Board members.
- (c) Other than as required in these Rules or the Act, a member (other than a Board member) has no right of access to or right to inspect:
 - (1) minutes of Board meetings or meetings of committees; or
 - (2) any resolutions of the Board or any committee; or
 - (3) records, books, documents, or securities of the Association.

17.4 Returning documents of the Association

Any person who has possession or control of documents that belong to the Association are required to return the documents to the Secretary within 28 days after the person ceases to be a member or ceases to hold the position or role by virtue of which they had possession or control of the documents.

18 Common seal

There is no common seal. Contracts and documents of the Association must be signed:

- (a) as authorised by the Board members; or
- (b) by any 2 Board members; or
- (c) by a Board member and the Secretary.

19 Definitions and interpretation

19.1 Definitions

The meanings of the terms used in these Rules are set out below.

Term	Meaning
Act	the <i>Associations Incorporation Act 1981</i> and when enacted, the <i>Associations Incorporation Act Reform 2012 (Vic)</i>
Alternate Member	An individual who has achieved a combination of undergraduate and post-graduate studies, Diplomas of Youth work, Overseas qualifications as specified on the Alternate member's application. 5 Years validated and documented Youth work experience.
Associate Member	Youth Work Diploma qualified. Cannot stand for election to the Board, can vote.
Auditor	the Auditor of the Association for the purposes of audit or review under the Act
Board	the committee of management of the Association
Code of Ethical Practice	The Code of Ethical Practice approved by the Board which sets out: <ol style="list-style-type: none"> (1) the procedures for the promotion and maintenance of the principles outlined in the Code of Ethical Practice; and (2) the procedures for dealing with matters of ethical and professional standards.
Financial Year	period of 12 months ending on 30 June.
Full Member	Youth Work Degree qualified or eligible through the 'alternative pathways' category. Can stand for election to the Board, full voting rights.
Indemnified Officer	<ol style="list-style-type: none"> 1 each person who is or has been a Board member or executive officer (within the meaning of rule 12.2(a)) or secretary of the Association; and 2 any other officers or former officers of the Association as the Board members in each case decide; and 3 an officeholder within the meaning of the Act
Secretary	the person occupying the office of Secretary of the Association under the Act.
Student Member	Certificate IV Youth Work qualified or still studying an approved Youth Work course. Cannot stand for election to the Board, cannot vote.
Website	www.ywa.org.au
Code of Ethical Practice – A First Step for the Victorian Youth Sector	<p>This sets out a set of youth work principles and practice responsibilities for Youth Workers, identified through consultation with the youth sector. This is an important first step to embracing an agreed framework that will define safe, professional, and ethical practice within the sector.</p> <p>All YWA members must be cognizant of this document</p>
Youth Work/ Workers	Youth Work is a professional practice undertaken by qualified practitioners and is underpinned by a Code of

Ethical Practice. This code is informed by the UN Convention on the Rights of the Child and places the young person at the centre of a Youth Workers practice as their primary consideration. Youth Workers must abide by the Universal Declaration of Human Rights.

19.2 Interpretation

In these Rules:

- (a) references to notices include formal notices of meeting and all documents and other communications from the Association to its member.
- (b) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation.
- (c) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or representative either at the meeting or a participant by using technology as permitted under these Rules.
- (d) a reference to writing and written includes printing, lithography, and other ways of representing or reproducing words in a visible form; and
- (e) the singular (including defined terms) includes the plural, and the plural includes the singular.

19.3 Headings

Headings are used for convenience only and do not affect the interpretation of these Rules.

20 Application of the Act

20.1 What parts of the Act apply?

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
- (b) subject to rule 20.1(a), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.

20.2 Model Rules

The provisions of these Rules displace each provision of the Model Rules, except to the extent required by the Act.