# **National Constitution of UN Youth New Zealand**



### Name

* 1. The society is named the United Nations Association of New Zealand (United Nations Youth Association of New Zealand Branch) Incorporated.
	2. The society trades as UN Youth New Zealand.

### Nature

* 1. UN Youth is an incorporated branch of UNANZ under the Incorporated Societies Amendment Act 1920. UN Youth is not an ordinary branch but it maintains a special relationship with UNANZ.

### Treaty of Waitangi

* 1. UN Youth recognises the Treaty of Waitangi as a foundation document of New Zealand and is committed to respecting the principles recognised therein.

### Definitions

* 1. In this Constitution:
		1. “AGM” means an annual general meeting of UN Youth at which all Members may attend, participate, speak and vote on motions;
		2. “Circular Motion” means a motion presented to the National Council in accordance with clause 14;
		3. “Constitution” means this document in its entirety, being the national constitution of UN Youth;
		4. “Management Fee” means an amount of money levied from a ledger of a UN Youth bank account in accordance with the Protocols to cover the national administrative costs of UN Youth;
		5. “Member” means a person who has become a member of UN Youth in accordance with clause 10;
		6. “National Budget” means the national administrative budget of UN Youth approved by the National Council in accordance with the Protocols that binds the National Executive;
		7. “National Council” means the body established by clause 13;
		8. “National Executive” means the body established by clause 15;
		9. “NX Annual Plan” means the document prepared by the National Executive annually, to be approved by the National Council in accordance with the Protocols, that outlines the strategic direction of the organisation for the coming year and the tasks and responsibilities each National Executive officer will carry out in accordance with that strategic direction;
		10. “NC Non-Voting Member” means any Officeholder appointed by the National Executive, pursuant to the Protocols, who is not a representative of any NC Voting Member;
		11. “NC Resolution” means a motion approved by the National Council with at least 51 per cent of NC Voting Members voting in favour;
		12. “NX Resolution” means a motion approved by the National Executive with at least 51 per cent of National Executive officers voting in favour;
		13. “NC Voting Members” means, collectively and exclusively, the National Executive, each Regional Council, Officeholders (International Delegations) and Officeholders (National Events);
		14. “Officeholder” means a Member appointed to a volunteer position within UN Youth by the National Executive or by a Regional Council, such position, its responsibilities, its duties, its term of office and the relevant appointment procedure determined by the Protocols;
		15. “Officeholders (International Delegations)” means a group of Officeholders who organise UN Youth’s international delegations and opportunities;
		16. “Officeholders (National Events)” means a group of Officeholders who organise UN Youth’s national events and opportunities;
		17. “Officer” means a Member elected to a volunteer position within UN Youth or within a Region, such position, its responsibilities, its duties and its term of office determined by this Constitution or by a Regional Constitution;
		18. “Ordinary Resolution” means a motion approved by at least 51 per cent of all Members present and voting at an AGM or an SGM including any and all proxy votes received in accordance with sub-clauses 11.4 or 12.4;
		19. “the Protocols” means the rules set out in the National Protocols of UN Youth established by clause 5;
		20. “Region” means a branch of UN Youth;
		21. “Regional Constitution” means a constitution of a Region;
		22. “Regional Council” means, collectively, the Officers elected to manage and lead a particular Region in accordance with each Regional Constitution;
		23. “SGM” means a special general meeting of UN Youth at which all Members may attend, participate, speak and vote on motions;
		24. “Special Resolution” means a motion defined by and approved in accordance with sub-clause 4.2;
		25. “UN” or “the UN” means the United Nations;
		26. “UN Youth” means the United Nations Association of New Zealand (United Nations Youth Association of New Zealand Branch) Incorporated, also referred to as UN Youth New Zealand;
		27. “UNANZ” means the United Nations Association of New Zealand Incorporated; and
		28. “WFUNA” means the World Federation of United Nations Associations.
	2. A Special Resolution is a motion approved by at least 75 per cent of all Members present and voting at an AGM or an SGM including any and all proxy votes received in accordance with sub-clauses 11.4 and 12.4.
	3. For the avoidance of doubt, any reference to the singular in this Constitution may also be read to include the plural.

### Protocols

* 1. The Protocols are the single authoritative statement of the operations, rules and internal policies of UN Youth after this Constitution. They prevail in all cases of inconsistency between them and the minutes of National Council meetings or the minutes of National Executive meetings.
	2. The purpose of the Protocols is to allow National Council to design and update the operations, rules and internal policies of UN Youth regularly.
	3. Every Member is subject to the Protocols and this Constitution, but no violation of the Protocols or this Constitution by any Member shall by itself constitute a breach of the legal obligations of that Member. UN Youth reserves the right to establish sanctions for violations of the Protocols and this Constitution in the Protocols.
	4. The Protocols shall provide for:
		1. all internal operations, rules and policies as determined by National Council;
		2. any matters stipulated in this Constitution as matters to be determined or guided by the Protocols; and
		3. any matters not explicitly provided for in this Constitution that may be necessary or convenient to manage UN Youth or achieve the objects of UN Youth established by clause 6.
	5. The Protocols must be reviewed annually by the National Executive and the results presented to National Council to ensure they remain current.
	6. A specified National Executive officer shall revise the Protocols following each amendment by National Council, keep records of all amendments and current versions, and distribute the latest edition electronically to all Officers and Officeholders, at which time the revised Protocols shall come into effect. The date on which each edition comes into effect must be stated therein.
	7. Each latest edition of the Protocols prepared in accordance with sub-clause 5.6, at the time of their coming into effect, void all previous editions of the Protocols and conflicting NC Resolutions.
	8. Any NC Voting Member may, within 14 days following the distribution of a revision of the Protocols, object to a revised Protocol if that NC Voting Member is of the opinion that it does not reflect the NC Resolution that caused it to be revised. Such objection shall suspend the operation of the revised Protocol pending correction by a specified National Executive officer and the existing Protocol shall continue in force until the objection is dealt with. If the objection is not withdrawn within five days after notification of a correction is received, then the correction must be considered for adjudication by Circular Motion in accordance with clause 14.

### Objects of UN Youth

* 1. UN Youth’s objects are:
		1. the education of young New Zealanders about the UN and international affairs; and
		2. any other purposes within New Zealand (whether relating to the relief of poverty, the advancement of education or religion, or any other benefit to the community) that are charitable under applicable New Zealand law.
	2. Pecuniary gain and private profit are not objects of UN Youth.

### Functions of UN Youth

* 1. To advance UN Youth’s objects, UN Youth’s functions are to:
		1. facilitate discussion and debate on issues that are relevant to its objects;
		2. host model UN events at regional and national levels;
		3. host other relevant conferences and events;
		4. promote the attendance of youth at relevant regional, national and international conferences and events;
		5. provide inspiration and opportunities for youth to realise their full potential;
		6. cooperate with UN youth associations and UN associations affiliated with WFUNA in other countries;
		7. work with educational institutions, government departments and non-governmental organisations;
		8. promote youth interests within UNANZ; and
		9. do anything else necessary to achieve its objects.

### Powers

* 1. UN Youth has the rights, powers and privileges of a natural person.
	2. Without limiting the generality of sub-clause 8.1 UN Youth may:
		1. use its funds to pay the costs and expenses of furthering or carrying out its objects and for that purpose may employ such persons as may seem expedient;
		2. purchase, lease, hire, exchange, sell or otherwise acquire or dispose of property, rights or privileges to further or carry out its objects as may seem expedient;
		3. exercise all the powers that a trustee might exercise;
		4. invest in any financial investment in which a trustee might invest, such power only to be exercised by Special Resolution; and
		5. borrow or raise money by debentures, bonds, mortgages and other means, with or without security, such powers only to be exercised by Special Resolution, with the exception of the circumstances described in sub-clauses 8.7 or 8.8 of this Constitution.
	3. Any income, benefit, or advantage must be used to advance the charitable purposes of UN Youth. That is, notwithstanding any other provision in this Constitution, UN Youth must not expend any money:
		1. other than to further charitable purposes recognised by law;
		2. other than to achieve its objects and perform its functions;
		3. on any purposes outside of New Zealand, except for the benefit of Members that reside within New Zealand or the advancement of its objects within New Zealand; or
		4. for the sole personal or individual benefit of any Member.
	4. Any transactions between UN Youth and any Member or any associated persons must be at arms’ length and in accordance with prevailing commercial terms on which UN Youth would deal with third parties not associated with UN Youth. Any payments made in respect of such transactions are limited to:
		1. a fair and reasonable reward for services performed;
		2. reimbursement of expenses properly incurred;
		3. usual professional, business or trade charges; or
		4. interest at no more than current commercial rates.
	5. No Member or any person associated with a Member shall participate in or materially influence any decision made by UN Youth in respect of any payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.
	6. Any payments made to a Member, or person associated with a Member, must be for goods or services that advance UN Youth’s objects and must be reasonable and relative to payments that would be made between unrelated parties.
	7. UN Youth may incur debt for the purposes of booking flights for international delegations where such payments are due immediately in order to secure bookings. Such debt may only be incurred if an NX Resolution is approved detailing the amount and interest rate level approved for such debt. The costs of overdraft facilities are to be borne by the ledgers for these particular international delegations incurring the debt.
	8. UN Youth may utilise credit facilities for the purpose of accessing credit cards as governed by the Protocols.

### Relationships with UNANZ and WFUNA

* 1. UN Youth must comply with the UNANZ constitution in so far as applicable and supply to the UNANZ national executive, as and when requested, all membership and other information as reasonably required by the UNANZ national executive.
	2. UN Youth participates in the work of WFUNA through UNANZ.
	3. UN Youth may from time to time agree to memoranda of understanding with UNANZ outlining agreed joint projects in accordance with sub-clause 9.2 and other agreed areas of collaboration.
	4. UN Youth is responsible for the management of its own affairs including meeting its own debts and liabilities, and therefore:
		1. neither UN Youth nor any creditor of UN Youth has any claim to the funds or assets of UNANZ;
		2. UN Youth has no power to pledge the credit of UNANZ;
		3. neither UNANZ nor any creditor of UNANZ has any claim to the funds or assets of UN Youth; and
		4. UNANZ has no power to pledge the credit of UN Youth.
	5. The National Executive must submit reports on UN Youth’s activities and relevant organisational matters to each UNANZ national council meeting and as otherwise reasonably required by the UNANZ national council.
	6. The national president of UNANZ or his or her delegate may speak at any UN Youth AGM or SGM.
	7. This Constitution must conform to the UNANZ constitution and this clause 9 may not be altered, amended, or replaced without the prior written approval of the UNANZ national president.
	8. UN Youth must pay an annual fee to UNANZ as prescribed in the UNANZ constitution.

### Membership

* 1. Only a natural person may become a Member.
	2. To be eligible for membership, a person must be either:
		1. enrolled full-time at a primary, secondary or tertiary educational institution in New Zealand; or
		2. a New Zealand citizen or permanent resident or non-permanent resident who is aged 25 years or younger; or
		3. appointed as a Member expressly in writing by the unanimous agreement of the National Executive.
	3. In order to become a Member, a person who meets one or more of the criteria outlined in sub-clause 10.2 must register for membership by accurately completing a membership registration form. All membership details shall be retained as confidential information by UN Youth and may only be accessed and utilised by designated staff in accordance with the Protocols.
	4. Every Member, by virtue of their membership, is deemed to have agreed to be bound by this Constitution, the Protocols and the UNANZ constitution.
	5. Every Member, by virtue of their membership of UN Youth, is deemed to be a UNANZ member.
	6. Membership of UN Youth is for a term of one calendar year, beginning 1 January and ending 31 December. Before a Member’s membership ends, UN Youth may invite them via their provided email address to opt out of membership if they are still eligible for membership in accordance with sub-clause 10.2. If a Member does not opt out of membership within a reasonable period of time, that Member’s membership shall be deemed to be renewed for the concurrent calendar year.
	7. A specified National Executive officer must maintain a register of Members. Such a register may be maintained electronically.
	8. Any Member may relinquish membership by giving written notice to a specified National Executive officer. An email message will constitute written notice for the purpose of this sub-clause. Upon receipt of such a notice, the specified National Executive officer must remove that Member and their details from the register of Members.
	9. Any Member may amend their membership information, including contact details, by giving notice to a specified National Executive officer. Upon receipt of such a notice, the specified National Executive officer must update that Member’s details in the register of Members. It is the responsibility of each individual Member to keep their membership information updated.
	10. The Protocols may provide circumstances where a Member may be expelled from membership.

### Annual General Meeting

* 1. UN Youth must hold an AGM between 1 November and 31 December every year.
	2. A specified National Executive officer must give no less than 28 days’ notice of the time, date and location of an AGM to all Members using their last known email addresses. The same notice must be provided concurrently on the front page of the UN Youth website. Details regarding nominations for positions on the National Executive and information regarding motions for constitutional amendments must be included in both notices.
	3. All members are eligible to speak at the AGM.
	4. Voting Eligibility.
		1. The following members will be eligible to vote at the National AGM and are deemed ‘voting members’ for the purpose of the AGM:
			1. Officers; which comprise
				1. All Officers of UN Youth on the day of the AGM; and
				2. All members who will be Officers of UN Youth on the 1st of January following the AGM; and
				3. The Immediate Past presidents of the National Executive and Regional Councils;
			2. Officeholders; which comprise:
				1. All National Event or International Event Officeholders who currently hold office or have held office during the calendar year; and
				2. All other Officeholders who have held office for at least 60 days during the calendar year; and
			3. National Conference Assistants; which comprise:
				1. All members who have attended a National Event as a Conference Assistant during the calendar year; and
				2. Diplomacy Competition Markers who have participated in at least one marking round during the calendar year.
		2. In the event of any ambiguity, the appointed returning officer may make a decision on a member’s eligibility.
		3. Voting members may only vote once.
		4. Voting members are eligible to proxy vote.
		5. Proxy votes on any election or motion may be sent to a specified National Executive Officer by 5:00pm on the day before an AGM. A proxy voting form must be made available to all eligible voters no less than 7 days prior to the AGM. Proxy votes may also be indicated on an online proxy voting form, which must be made available to all Members no less than 7 days prior to the AGM if such an online form is utilised.
	5. All motions at an AGM shall be decided by Ordinary Resolution, except as otherwise required by this Constitution.
	6. An AGM is chaired by the National President or, in their absence, another specified National Executive officer.
	7. Each National Executive officer must provide a true and complete report of their activities during their term of office to a specified National Executive officer before the AGM, at a time determined in accordance with the Protocols.
	8. Each Regional President must provide a true and complete report of their Region’s activities during their term of office to a specified National Executive officer before the AGM, at a time determined in accordance with the Protocols. The report must detail financial information relating to the entirety of the Region’s immediate past financial year, inclusive of all income, expenditure, assets and liabilities of that Region, as well as a list of the names and contact details of any and all Officers and Officeholders who have served the Region during that time.
	9. Each AGM must:
		1. receive the minutes of the previous AGM and of any SGM held since the last AGM;
		2. receive the reports from every National Executive officer;
		3. receive the reports from every Regional President on behalf of their Region;
		4. receive the audited accounts for the last financial year;
		5. elect the National Executive officers for the following calendar year, except the Immediate Past National President;
		6. appoint an auditor of UN Youth's accounts who is a member of the New Zealand Institute of Chartered Accountants and neither a Member nor a member of UNANZ, to audit the annual accounts of UN Youth and provide a certificate of correctness of the same; and
		7. conduct any other business brought properly before the meeting.
	10. In accordance with the Protocols, a specified National Executive officer must receive all reports, accounts, nominations and motions no later than 14 days before the AGM.
	11. Any Member may nominate another Member for the purposes of paragraph 11.9.5 unless that Member is also a nominee at the same AGM.
	12. Quorum for an AGM is 15 Members present which must include:
		1. the National President or another member of the National Executive;
		2. three further National Executive officers; and
		3. representatives of four NC Voting Members (excluding the National Executive).

### Special General Meeting

* 1. UN Youth must hold an SGM when:
		1. Requested to do so by two or more NC Voting Members;
		2. In accordance with subclause 12.9; or
		3. In accordance with paragraph 15.5.1.
	2. A specified National Executive officer must give no less than 14 days’ written notice of the time, date, location, and purpose of an SGM to all Members.
		1. The publishing of the notice of the SGM on the UN Youth National Facebook page or website shall constitute written notice to all Members.
		2. If the purpose is to hold an election or propose constitutional amendments, any details regarding nominations or proposed amendments must be provided in the notice.
	3. All members may speak at an SGM.
	4. Voting at an SGM shall be the same as an AGM, as outlined in subclause 11.4.
	5. All motions at an SGM shall be decided by Ordinary Resolution, except as otherwise provided by this Constitution or the Protocols.
	6. An SGM may be chaired by:
		1. The National President;
		2. Another National Executive officer if and only if the National President is absent or the subject of the SGM concerns the National President; and
		3. Another representative of an NC Voting Member if and only if all National Executive officers are absent or the subject of the SGM concerns the National Executive.
	7. An SGM may not consider any purpose other than that which it is convened to consider. Quorum for an SGM is 15 Members present, which must include:
		1. Four representatives of the National Executive or all of the National Executive if there are less than four members; and
		2. Representatives of four NC Voting Members (excluding the National Executive) or representatives of at least 75 per cent of Regional Councils.
	8. If at any time the National Executive comprises fewer than three officers, those officers must call an SGM. If at any time there are no currently elected National Executive officers, two NC Voting Members may all an SGM, chair that SGM and carry out the responsibilities of the National Executive in accordance with subclauses 12.2. And 12.4.

### National Council

* 1. Subject to New Zealand legislation and this Constitution, the highest governing body of UN Youth is National Council between AGMs and SGMs.
	2. NC Resolutions in relation to the exercise of any power, duty or function not specifically delegated by National Council or in accordance with this Constitution to the National Executive on a discretionary basis void conflicting NX Resolutions.
	3. National Council shall have the sole and exclusive power to create, revise and maintain the Protocols.
	4. National Council is comprised of NC Voting Members, as well as any number of NC Non-Voting Members as determined from time to time in accordance with the Protocols.
	5. A National Executive officer specified by the Protocols must keep a record of NC Voting Members and their respective representative Officers and Officeholders.
	6. The Protocols shall provide for all other matters connected to the meeting procedure of National Council, including but not limited to the designation of the chair and secretary of each meeting.
	7. Any exercise of any power, duty or function of National Council shall be done by passing an NC Resolution.
	8. Each NC Voting Member shall have one vote when an NC Resolution is motioned. NC Voting Members may abstain when voting on an NC Resolution. The Protocols may provide the procedure by which votes of NC Voting Members are cast.
	9. Irrespective of position or office within UN Youth, or of the ability to determine a vote of an NC Voting Member, every Member has the right to be recognised and the right to speak during National Council meetings except in accordance with 13.13.
	10. National Council must meet at least four times per year in accordance with the Protocols.
	11. Quorum for National Council meetings is at least 80 per cent of NC Voting Members being represented, which must include:
		1. the National Executive; and
		2. at least 75 per cent of Regional Councils.
	12. A specified National Executive officer, or his or her delegate, is responsible for keeping minutes of each National Council meeting. These minutes shall be made available to all Members as soon as reasonably practicable after each meeting and shall record:
		1. the names of all Members present;
		2. the NC Voting Members and NC Non-Voting Members that any of those Members represent;
		3. all matters discussed;
		4. all motions put to the meeting; and
		5. the results of voting on such motions, including how each NC Voting Member cast their vote in relation to every motion and all NC Resolutions passed, if any.
	13. Notwithstanding sub-clause 13.12, the National Council may vote to go into committee. Matters discussed in committee are strictly confidential and are not recorded in the minutes of National Council meetings, except for NC Resolutions. Members who are not representatives of NC Voting Members or NC Non-Voting Members may not participate in matters discussed in committee.

### Circular Motions

* 1. Between meetings, National Council may make decisions only by Circular Motion. Circular Motions may only be passed in accordance with the following procedure with such supplementary procedures as the Protocols may provide:
		1. Circular Motions may be proposed by the National Executive on its own or any two other NC Voting Members together by transmitting the Circular Motion to a specified National Executive officer;
		2. the specified National Executive officer shall advise all Officers and Officeholders of the Circular Motion and its proposers;
		3. following advisement of the Circular Motion, the representatives of each NC Voting Member shall have 21 days to convene, to provide comments to other NC Voting Members if necessary and to submit a vote on the Circular Motion via any means the National Executive deems appropriate to the specified National Executive officer;
		4. Circular Motions shall be approved only with at least 80 per cent of NC Voting Members voting and in accordance with the requirements to pass an NC Resolution, except with the added requirement that the assent of at least 51 per cent of the Regional Councils is required for the Circular Motion to be passed; and
		5. all Officers and Officeholders must be notified of the results of the vote, including how each NC Voting Member cast their vote and whether the Circular Motion was approved or not, by the specified National Executive officer.
	2. In the case of Circular Motions proposed by the National Executive only, the National Executive may elect for the Circular Motion to be considered by a unanimous consent procedure, whereby:
		1. following the advisement of the Circular Motion by a specified National Executive officer, NC Voting Members shall have 14 days to object to the Circular Motion by notifying the specified National Executive officer of said objection; and
		2. should no objection be raised within that time period, the Circular Motion shall be deemed to have been approved and all Officers and Officeholders must be notified of the results immediately by the specified National Executive officer; or
		3. if one or more NC Voting Members object to the Circular Motion within that time period, the Circular Motion shall either be withdrawn by the National Executive, or otherwise shall be considered under the conventional procedure outlined in sub-clause 14.1, with NC Voting Members having 21 days to consider the Circular Motion and register their vote from the day the notice of the objection was given.
	3. For the avoidance of doubt and in accordance with clause 20, no Member possessing a material conflict or a personal interest in a matter considered by Circular Motion may participate in determining a vote as a representative of an NC Voting Member.
	4. An approved Circular Motion shall be equivalent to an identical NC Resolution approved in a valid, quorate meeting of National Council. All approved Circular Motions shall be recorded in the minutes of the following National Council meeting.

### National Executive

* 1. The National Executive comprises:
		1. the National President;
		2. six other National Executive officers; and
		3. an Immediate Past National President, being the previous National President,

who shall hold office from 1 January until 31 December in the year following an AGM, or immediately following an SGM until the next AGM is convened.

* 1. The role of the National Executive is to:
		1. administer and control UN Youth in accordance with this Constitution and the Protocols;
		2. draft the NX Annual Plan for National Council approval and, once approved, carry out the tasks and responsibilities listed therein;
		3. manage the day-to-day affairs of UN Youth nationwide;
		4. select Members for particular projects approved by National Council, in accordance with the Protocols, to carry out National Executive functions as Officeholders, and oversee and consult with these Members;
		5. support the operations of Regional Councils;
		6. draft the National Budget for National Council approval;
		7. receive Management Fees and apply them in accordance with the National Budget;
		8. consult with National Council regarding matters of national importance to the organisation and its membership where time permits; and
		9. except where otherwise provided in this Constitution, exercise the powers conferred on UN Youth by this Constitution.
	2. The National President shall be responsible for managing the National Executive. In the event that the National President is temporarily unable to manage the National Executive, another specified National Executive officer shall act on his or her behalf.
	3. If a National Executive officer resigns or passes away prior to the end of their term of office:
		1. if they resign or if they pass away prior to 1 September of their term of office, an SGM must be held in accordance with clause 12 to elect a new Officer; or
		2. if they resign or if they pass away on or after 1 September of their term of office, the National Executive has the power to appoint any Member to the position that has been vacated, with that appointee holding office as if they had been elected at the previous AGM.
	4. The National Executive must meet no fewer than twelve times per year, although such meetings may be by telephone or video conference. Only National Executive officers may attend and speak during National Executive meetings, except where the National Executive decides to invite an Officer or Officeholder to attend for a previously agreed reason.
	5. Quorum for National Executive meetings is at least 51 per cent of National Executive officers excluding the Immediate Past National President.
	6. Decisions of the National Executive are made by NX Resolution. National Executive officers may abstain when voting on motions. Each member of the National Executive is a voting member except the Immediate Past National President, who is a non-voting member of the National Executive.
	7. National Executive meetings are chaired by the National President or, in his or her absence, a specified National Executive officer.
	8. A specified National Executive officer shall be responsible for keeping minutes of all National Executive meetings. These minutes shall only be made available to Officers and Officeholders as soon as reasonably practicable after their approval. Minutes must record:
		1. the names of the National Executive officers present at the meeting;
		2. the names of the National Executive officers absent from the meeting;
		3. all matters discussed;
		4. all motions put to the meeting; and
		5. the results of voting on all such motions, including any NX Resolutions passed.
	9. Notwithstanding sub-clause 15.9, the National Executive may vote to go into committee. Matters discussed in committee are strictly confidential and are not recorded in the minutes of National Executive meetings, except for NX Resolutions.
	10. If the auditor appointed at an AGM in accordance with paragraph 11.9.6 is unable to act, the National Executive is authorised to appoint another interim auditor who will act for UN Youth until the next AGM.
	11. In accordance with paragraph 15.2.4, the National Executive may appoint any Officeholder and may delegate powers and duties to any Officeholder. Such Officeholders may, without ratification by the National Executive except as otherwise provided by the Protocols, exercise or perform the delegated powers or duties in the same way and with the same effect as the National Executive could itself do.
	12. Any Officeholder to whom the National Executive has delegated powers or duties will be bound by this Constitution, including the objects of UN Youth and any terms or conditions of the delegation agreed between the National Executive and the Officeholder.
	13. The National Executive may revoke any such delegation at will in writing, either permanently or temporarily for a specified period of time.
	14. A Member, who has been elected in accordance with this Constitution during two consecutive AGM’s or SGM’s as a National Executive officer in the same position, cannot be elected during a third consecutive AGM or SGM to that same position.

### Regions

* 1. National Council may establish new Regions to advance UN Youth’s objects and functions within a geographical area set by National Council by passing NC Resolutions.
	2. National Council must ratify any proposed new Regional Constitution in order for a new Region to be established.
	3. All Regions and Regional Constitutions must comply with this Constitution and provide for the election of a Regional Council.
	4. Regional Constitutions may include procedures for Regional Councils to appoint Officeholders. All Regional Councils and Officeholders appointed by Regional Councils must comply with the Protocols.
	5. All Members within the geographical area set for a Region in accordance with the Protocols are deemed to be members of that Region. Regions may only accept Members in accordance with clause 10.
	6. The liability of a Region to contribute towards the payment of the debts and liabilities of UN Youth, or the costs, charges and expenses of the winding up of UN Youth, is limited to the amount of debt (if any) or unpaid Management Fees owed to UN Youth by the Region in question.
	7. Regions are bound by the provisions of this Constitution, but no institution herein established shall have any power whatsoever over the management, structure or activities of Regions, except:
		1. in relation to those matters relevant to regional activities that the National Council regulates in accordance with the Protocols; and
		2. on such other specific matters as this Constitution otherwise provides.
	8. Nothing in this Constitution or the Protocols shall be so construed as to render UN Youth or its Officers or its Officeholders liable, legally or financially, for the actions or inactions of any Region.

### Fees

* 1. Members of UN Youth shall not be required to pay membership fees.
	2. Regional Councils must pay Management Fees from their ledgers to UN Youth’s national ledger in accordance with and in such amounts as determined from time to time by the Protocols.
	3. Officeholders (International Delegations) and Officeholders (National Events) must pay Management Fees from their ledgers to UN Youth’s national ledger in accordance with and in such amounts as determined from time to time by the Protocols.
	4. The National Executive may reduce or eliminate a Management Fee, as well as forgive outstanding fees due from previous financial years, in cases of demonstrated hardship provided the National Council is informed.

### Finances

* 1. A specified National Executive officer must keep such books of account as may be necessary to provide a true record of UN Youth’s financial position, report on UN Youth’s financial position to each National Executive meeting and present an annual statement of audited accounts (including an income and expenditure statement and a balance sheet) to each AGM.
	2. The National Executive may maintain bank accounts in the name of UN Youth. All payments from such accounts must be authorised by any two members of the National Executive.
	3. The National Executive must approve all accounts paid and all accounts for payment.
	4. UN Youth’s financial year ends on 31 December each year.

### Indemnity for Officers and Officeholders

* 1. No Member or Officer or Officeholder is liable for the acts or defaults of any other Member or Officer or Officeholder or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
	2. UN Youth indemnifies every Officer and Officeholder for all liabilities and costs incurred by them in the proper performance of the functions and duties other than as a result of their wilful default or their wilful acquiescence.

### Disclosure

* 1. All Officers and Officeholders are obliged to disclose any material conflicts or personal interests in matters being considered by any NC Voting Member or by National Council. An Officer or Officeholder having a material conflict or personal interest in a matter must not participate in any deliberations or voting procedures regarding that matter.

### Registered office

* 1. UN Youth’s registered office may be determined and altered by the National Executive at will.

### Common seal

* 1. The common seal of UN Youth is to be retained by a specified National Executive officer in accordance with the Protocols.
	2. When required, the common seal must be affixed to any document following the passing of an NX Resolution and signed by two National Executive officers.

### Amendment of Constitution

* 1. This Constitution may be amended or replaced by Special Resolution.

### Compliance with legislation

* 1. UN Youth is to comply with all relevant New Zealand law, including but not limited to the Incorporated Societies Act 1908, the Incorporated Societies Amendment Act 1920 and the Charities Act 2005.
	2. Where any ambiguity arises in this Constitution or any Regional Constitution, an interpretation consistent with the legislation identified in sub-clause 24.1 is to be followed.

### Winding up

* 1. UN Youth may be wound up under the provisions of the Incorporated Societies Act 1908.
	2. If UN Youth is wound up its surplus assets, after payment of all debts, costs and liabilities, must not be distributed to any Member and must either be:
		1. transferred to UNANZ to expend only in favour of its charitable purposes; or
		2. disposed of for such other charitable purposes in New Zealand as may be determined in accordance with legislation or the resolution to wind up.