

Statement of Purposes and Rules
of
United Nations Association of Australia
(Victorian Division) Inc.

Incorporated under the
Associations Incorporation Act 1981
Registered No. A0023435P
On 16th July 1991



United Nations Association
of Australia
(Victorian Division) Inc.

Amended November 2012

STATEMENT OF PURPOSES

1. The primary purpose of the Association is to support the United Nations in the attainment of its aims as set out in the preamble to the Charter of the United Nations –
 - (i) To save succeeding generations from the scourge of war, which twice in our lifetime has brought untold sorrow to mankind.
 - (ii) To reaffirm faith in fundamental human rights, in the dignity and worth of the human person, in the equal rights of men and women and of nations large and small.
 - (iii) To establish conditions under which justice and respect for the obligations arising from treaties and other sources of international law can be maintained; and
 - (iv) To promote social progress and better standards of life in larger freedom.

2. In support of its primary purpose, the secondary purposes of the Association are –
 - (i) To fulfil its responsibility as a constituent Division of the United Nations Association of Australia (UNAA) and, through it, as part of the World Federation of United Nations Associations (WFUNA, a non-government organisation having consultative status with the United Nations).
 - (ii) To promote among the people of Victoria knowledge and understanding of the rights, duties and responsibilities of the Commonwealth of Australia as a member-state of the United Nations.
 - (iii) To support and facilitate the work of the United Nations and its staff in Australia.
 - (iv) To inform, advise, lobby and influence governments, in particular the Victorian Government, on matters within the cognisance of the United Nations and on their responsibilities as part of the United Nations system.
 - (v) To initiate policy and research for presentation to the United Nations through WFUNA, the Australian Government and other means.
 - (vi) To develop an active and informed membership throughout Victoria (through meetings, seminars, newsletters and other activities).
 - (vii) To acquire the assets and assume responsibility for the liabilities of the former unincorporated association known as the United Nations Association of Australia (Victorian Division).
 - (viii) To do all additional or incidental things which may support these purposes.

3. No profit or gain to Members
 - (i) For the purposes of clauses 1 and 2, the Association will not be carried on for the purposes of profit or gain to its individual Members and the income and property of the Association, however and wherever derived, will be applied solely towards the promotion of the purposes of the Association. No portion of the income or property of the Association will be paid or transferred, directly or indirectly, to the Members of the Association.
 - (ii) Notwithstanding anything contained in clause (i), nothing contained in this Statement of Purposes will prevent the payment in good faith of remuneration to any officers or servants of the Association or to any Member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary course of business, nor prevent the payment of interest at a rate not exceeding the rate fixed for the purposes of this clause 3(ii) by the Board on money borrowed from any Member or reasonable and proper rent for premises demised or let by any Member to the Association.

RULES FOR INCORPORATED ASSOCIATION

NAME

1. The name of the incorporated association is the UNITED NATIONS ASSOCIATION OF AUSTRALIA (VICTORIAN DIVISION) INC. in these Rules called “the Association”).

INTERPRETATION

2. (1) In these Rules, unless the contrary intention appears -

‘Board’ means the Board of the Association, as constituted by these Rules.

‘Financial Year’ means the year ending on 30th June (or, subject to the Act, such other date as the Board may determine).

“Gift Fund” means the United Nations Association of Australia (Victoria Division) Gift Fund established in accordance with Rule 41.

‘General Meeting’ means a general meeting of members convened in accordance with Rule 11.

‘Member’ means a member of the Association.

‘Ordinary Member of the Board’ means a member of the Board who is not an officer of the Association under Rule 21.

‘The Act’ means the Associations Incorporation Act 1981, and any regulations made pursuant to that Act.

- (2) In these Rules, a reference to the Secretary of the Association is a reference -
 - (a) to a person who holds office under these Rules as Secretary of the Association and
 - (b) in any other case, to the public officer of the Association.

- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

“Tax Act” means the *Income Tax Assessment Act 1997* (Cth)

“The Seal” means the Common Seal of the Association.

Insofar as these Rules are concerned, any reference to one gender is taken to include both.

The headings used in these Rules are for ease of reference and are in no way to be used in interpreting the provisions herein.

APPLICATION FOR MEMBERSHIP

3. (1) A natural person who or organisation or association which accepts the purposes of the Association and which is approved for membership as provided in the Rules is eligible

to be a member of the Association on payment of the fees and subscriptions payable under these Rules.

- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership-
 - (a) unless the person makes application as provided in sub clause (3); and
 - (b) the person's admission as a member is approved by the Board.
- (3) An application of a person for membership of the Association -
 - (a) shall be made in writing in such form as approved by the Board from time to time; and
 - (b) shall be lodged with the Secretary of the Association.
- (4) As soon as is practicable after the receipt of an application, the Secretary shall refer the nomination to the Board.
- (5) Upon an application being referred to the Board, the Board shall determine whether to approve or to reject the application.
- (6) The Board may determine separate classes of membership and the fees and subscriptions applicable to such classes and may approve the membership of any applicant to any such class.
- (7) Upon an application being approved by the Board, the Secretary shall, with as little delay as possible, notify the applicant in writing of the approval and request payment within 28 days of the applicable fees and subscriptions.
- (8) The Secretary shall, upon payment of the amount referred to in Rule 3(7), enter the nominee's name in the Register of Members and, upon the name being so entered the applicant shall become a member of the Association.
- (9) If the Board rejects the application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10) A right, privilege or obligation of a person by reason of membership of the Association -
 - (a) is not capable of being transferred or transmitted to another person;
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (11) The Board may appoint any member giving distinguished service to the Association a Life Member, and may appoint any person who is not a member of the Association and gives distinguished service to the Association an Honorary Member.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

4. The fees and subscriptions for members shall be determined by the Board from time to time and any annual subscription shall be payable at the beginning of the Association's financial year.

REGISTER OF MEMBERS

5. The secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of each member. The register will be available for inspection

upon reasonable notice of the request by members subject to the provision of the Privacy Act (1988) Commonwealth and/or any other similar statutory provision at the address of the Public Officer.

CEASING MEMBERSHIP

6. (1) A member of the Association who has paid all moneys due and payable may resign from the Association by first giving one month's notice in writing to the Secretary of the member's intention to resign and upon the expiration of that period of notice, the member shall cease to be a member. No member retiring from the Association or ceasing for any cause to be a member shall be entitled to, or have any claim upon, any portion of the property of the Association.
- (2) Upon the expiration of a notice given under Rule 6(1), the Secretary shall make in the Register of Members an entry recording the date on which that member ceased to be a member.
- (3) A member of the Association who has not paid all monies due and payable shall be deemed to have resigned from the Association upon the expiration of six months from the date money was due and payable by the member to the Association.

EXPULSION OF MEMBER

7. (1) Subject to the Act and these Rules, if the Board is of the opinion that a member has refused or neglected to comply with these Rules, or is guilty of conduct unbecoming a member or prejudicial to the interests of the Association the Board may by resolution –
 - (a) expel a member from the Association;
 - (b) suspend a member from membership of the Association for a specified period; or
 - (c) fine a member;

If the Board is of the opinion that the member -

 - (i) has refused or neglected to comply with the Act or these Rules;
 - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association; or
 - (iii) engaged in conduct inconsistent with or prejudicial to the purposes of the Association in some substantial manner.
- (2) A resolution of the Board under Rule 7(1) does not take effect unless-
 - (a) the Board, at a meeting held not earlier than fourteen and no later than 28 days after the service on the member of a notice under Rule 7(3) confirms the resolution in accordance with this clause; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) Where the Board passes a resolution under Rule 7(1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing -
 - (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the member, or his or her representative, may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he may do one or more of the following -
 - (i) attend that meeting;

- (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) make an oral statement at that meeting.
- (4) At a meeting of the Board held in accordance with Rule 7(2), the Board -
 - (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any oral or written statement made or submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the earlier resolution.
- (5) If at the meeting of the Board, the Board confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the association in general meeting against the resolution.
- (6) If the secretary receives a notice under sub-clause (6), he or she must notify the Board and the Board must convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
- (7) At a general meeting of the Association convened under sub-clause (7),
 - (a) no business other than the question of appeal may be conducted: and
 - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the Member, or his or her representative, must be given an opportunity to be heard; and the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (8) A resolution is confirmed if, at the general meeting, not less than two-thirds of the Members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

ANNUAL GENERAL MEETING

- 8. (1) The Association shall in each calendar year (and being a date not later than fifteen (15) months after the date of the preceding annual general meeting) convene a general meeting of its members (to be called the “annual general meeting”).
- (2) The annual general meeting shall be held on such day as the Board determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be –
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Board reports upon the transactions of the Association during the preceding financial year, including the audited accounts of the Association for the preceding financial year;
 - (c) to elect officers of the Association and the ordinary members of the Board in accordance with these Rules; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

- (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

9. All general meetings other than the annual general meeting shall be called special general meetings.
10.
 - (1) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
 - (2) The Board shall, on the requisition in writing of members representing not less than 5% of total number of members, convene a special general meeting of the Association.
 - (3) The requisition for a special general meeting shall state the objects of the meeting and the business proposed and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
 - (4) If the Board does not cause a special general meeting to be held within 60 days after the date on which the requisition is sent to the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 90 days after that date.
 - (5) A special general meeting convened by members in pursuance of the Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

NOTICE OF GENERAL MEETINGS

11.
 - (1) The Secretary shall, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at his address appearing in the Register of Members, a notice by prepaid post, or if the Member requests, by facsimile transmission or electronic transmission stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
 - (2) No business other than that set out in the notice convening the meeting, or in the case of an annual general meeting the ordinary business thereof, shall be transacted at the meeting.
 - (3) A member desiring to bring any business before a meeting may notify in writing, or by electronic transmission, to the Secretary of that business who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

- 12.** (1) No item of business shall be transacted at a general meeting unless a quorum of members under these Rules is present during the time when the meeting is considering that item.

(2) Twelve (12) members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for a general meeting.

(3) If within thirty (30) minutes of the time appointed for a general meeting or annual general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, and in any other case shall stand adjourned by virtue of this Rule to such time and place as the Board may thereafter determine, provided that 14 days' notice of the reconvened meeting is given to members. If at such reconvened meeting a quorum is not present within thirty (30) minutes of the time appointed for such meeting, the members then present (being not fewer than nine) shall form a quorum or otherwise the meeting shall be dissolved.
- 13.** (1) The President, or in the President's absence, a Vice-President, shall preside as Chairperson at each general meeting of the Association.

(2) If the President and a Vice-President are absent from a general meeting, the members shall elect one of their number to preside as Chairperson of the meeting.
- 14.** (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

(3) Except as provided in Rules 14(1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 15.** A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 16.** (1) Upon any question arising at a general meeting of the Association, each member shall have one vote and a member who is an individual member as well as the representative of a member appointed under Rule 18(2) shall have two (2) votes.

(2) All votes shall be given personally or by proxy or, in the case of a member being an organisation or association, by a representative appointed under Rule 18(2).

(3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

17. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting of that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson shall direct.
18. (1) A member is not entitled to vote at any general meeting unless:-
- (a) the member is over the age of 12 years;
 - (b) all moneys due and payable by the member to the Association have been paid at least seven (7) days prior to the date of the general meeting; and
 - (c) the member has been a member for at least twenty-one (21) days prior to the date of the general meeting.
- (2) A member being an organisation or association may, by written notice given to the Secretary at least twenty-four (24) hours prior to the commencement of any general meeting, appoint any natural person as its representative to attend and vote at such general meeting on its behalf.
19. (1) Each member shall be entitled to appoint another member as his proxy by notice to the Secretary not later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in such form as the Board may approve from time to time.

BOARD

20. (1) The affairs of the Association shall be managed by an Board constituted as provided in Rule 22.
- (2) The Board:
- (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association
 - (c) subject to these Rules and the Act, has power to perform all such acts and things as appear to the Board to be desirable and essential for the proper management of the business and affairs of the Association; and
 - (d) may appoint such sub-committees and convenors thereof as it deems necessary. Such sub-committees may include persons who are not members of the Association. The President (and in the President's absence, a Vice President) shall be an ex-officio member of all such committees, and the convenors, the President (and in the President's absence a Vice President) shall have a vote at each such sub-committee meeting.
21. (1) The officers of the Association shall be:
- (a) a President
 - (b) one Vice-President
 - (c) a Treasurer; and
 - (d) a Secretary.

- (2) The provisions of Rule 23 so far as they are applicable and with the necessary modifications, apply to and relate to the election of members (not being organisations or associations) and to any of the offices mentioned in Rule 21(1) other than the Secretary.
- (3) At every Annual General Meeting the members of the Board (including office bearers) shall be elected for a period of two years from the date of the AGM and each member so elected at the end of each period will be eligible for re-election for a second period of two years.
- (4) In the event of a casual vacancy in any office referred to in Rule 21(1), the Board may appoint one of its members to the vacant office and the member so appointed may continue in office until the conclusion of the annual general meeting next following the date of his appointment.

- 22.**
- (1) Subject to Section 23 of the Act, the Board shall consist of:
 - (a) the officers of the Association; and
 - (b) not more than six (6) other members each of whom shall be elected at the annual general meeting; and
 - (c) the immediate past President.
 - (2) Each ordinary member of the Board other than those under Rules 22(1)(c) and (d) shall, subject to these Rules, hold office until the annual general meeting next after the date of his election but is eligible for re-election.
 - (3) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the next annual general meeting.
 - (4) The Board may co-opt to three (3) additional members of the Association as ordinary members of the Board at any time and from time to time, and any person so co-opted shall become a member of the Board and attend and vote at all meetings of the Board and hold such position until the conclusion of the next annual general meeting.

ELECTION OF OFFICERS AND VACANCY

- 23.**
- (1) Nominations of members (not being organisations or associations) for election as officers of the Association or as ordinary members of the Board shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).
 - (2) All nominations shall be in writing and delivered to the Secretary not less than 7 days before the date fixed for the holding of the annual general meeting.
 - (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons validly nominated shall be deemed to be elected.
 - (4) If insufficient nominations are received to fill all vacancies on the Executive, the candidates validly nominated shall be deemed to be elected.
 - (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

- (6) The ballot for the election of officers and ordinary members of the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
 - (7) A person may not hold more than one office or position on the Board at any time.
 - (8) Board members shall be eligible for re-election provided that the President and the Vice-Presidents may hold such offices for a continuous period not exceeding five years respectively unless an extension of not more than one year is recommended by the Board.
 - (9) Board Members shall be eligible for re-election provided that the President and the Vice-President may hold such offices for a continuous period not exceeding four years.
- 24.** For the purposes of these Rules, the office of an officer or an ordinary member of the Board becomes vacant if the officer or member –
- (a) dies or ceases to be a member of the Association;
 - (b) becomes bankrupt or insolvent; or
 - (c) resigns his office by notice in writing given to the Secretary.

PROCEEDINGS OF THE BOARD

- 25.**
- (1) The Board shall meet at least three times in each year at such places and such times as the Board may determine.
 - (2) Meetings of the Board may be convened by the President or by any two (2) of the members of the Board.
 - (3) Any five (5) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
 - (4) No business shall be transacted at an Board meeting unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be dissolved.
 - (5) At meetings of the Board:
 - (a) the President or in his absence a Vice-President shall preside: or
 - (b) if the President and a Vice-President are absent, one of the remaining members of the Board as may be chosen by the members present shall preside.
 - (6) Questions arising at a meeting of the Board or of any committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
 - (7) Each member present at a meeting of the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the chairperson shall have a second or casting vote.
 - (8) Written notice of each meeting of the Board shall be served on each member of the Board (4) four days before the date of the meeting.
 - (9) Subject to Rule 25(3) the Board may act notwithstanding any vacancy on the Board.

- (10) All acts done by any meeting of the Board or a committee appointed by the Board or by any person acting as an officer or member of the Board are, notwithstanding that it is afterwards discovered that there was some defect in the election or appointment of a person to be an officer or a member of the Board or committee or to act in that capacity, or that a person so elected or appointed was disqualified, as valid as if the person had been duly elected or appointed and was qualified to act in that capacity.

SECRETARY

- 26.** (1) Subject to Rule 37, the Secretary shall be appointed by the Board from time to time.
- (2) The Secretary shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting in books provided for that purpose together with a record of the names of the persons present at meetings.

TREASURER

- 27.** (1) The Treasurer of the Association or the authorised nominee of the Treasurer approved by the Board
- (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) The accounts and books referred to in Rule 27(1) shall be available for inspection by members at all reasonable times.

REMOVAL OF MEMBER OF BOARD

- 28.** (1) The Association in general meeting may by resolution remove any member of the Board before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in Rule 28(1) makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representation to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

CHEQUES

- 29.** (1) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments for payment of an amount to be fixed from time to time by the Board shall be signed by one out of three persons accredited to do so by the Board.

- (2) The Board from time to time may accredit a member of the Board or any other person to conduct the electronic transactions not exceeding an amount fixed from time to time by the Board.

SEAL

30. (1) The common seal of the Association shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of two members of the Board or of one member of the Board and of the Public Officer of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

31. These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

NOTICES

32. (1) A notice or document may be served by or on behalf of the Association upon any member either personally or by sending it by pre-paid post to the member at the member's address shown on the Register of members, or by facsimile, or electronic transmission.
- (2) A notice or document may be served upon or delivered to the Association or the Secretary either personally on the Secretary or by sending it by pre-paid post to the principal office of the Association in Victoria, or the address of the Secretary shown in the Register of Members (as the case may be).
- (3) Where a notice or document is properly addressed prepaid and posted to a person it shall be deemed to have been served on the second business day after the date on which it was posted.
- (4) The inadvertent failure to give notice to any person of any general meeting or meeting of the Board or any committee appointed by the Board shall not invalidate such meeting or any direction or resolution of such meeting or any act or matter done in accordance with or pursuant to any resolution or direction of any such meeting.

WINDING UP OR CANCELLATION

33. (1) If at the first occurrence of:
 - (a) the winding up or cancellation of the Association; or
 - (b) the Association ceasing to be a fund under item 1 of the table contained in section 30-15 of the Tax Act,there remains, after satisfaction of all debts and liabilities of the Association any surplus assets of the Association, the remaining surplus assets shall not be paid to or distributed among the Members but shall be transferred to:
 - (a) institutions having objects similar to the purposes of the Association and which prohibit the distribution of the assets to an extent at least as great as that imposed on the Association; or

- (b) funds, authorities or institutions which are charitable at law and to which gifts are deductible under item 1 of the table in section 30-15 of the Tax Act (“**Eligible Charities**”); or
 - (c) funds, charitable at law, which comply with the requirements of item 2 of the table in section 30-15 of the Tax Act.
- (2) If on the winding up or dissolution of the Gift Fund or the revocation of the endorsement of the Association as a deductible gift recipient under subdivision 30-BA of the Tax Act (whichever is the earlier) there remains any money or property in the Gift Fund, the remaining money or property shall be transferred to one or more Eligible Charities.
 - (3) Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the Tax Act are satisfied, a transfer under this Rule 30 must be made in accordance with those conditions.
 - (4) The identity of an Eligible Charity for the purposes of this Rule 33 will be determined by the Board at or before the time of winding up or cancellation of the Association, the Association ceasing to be a fund under item 1 of the table contained in section 30-15 of the Tax Act, winding up or dissolution of the Gift Fund or revocation of the endorsement of the Association as a deductible gift recipient and (where applicable) approved by a Commissioner and, in default, will be determined by the Supreme Court of Victoria.

CUSTODY OF RECORDS

- 34. Except as otherwise provided in these rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association, which shall be available for inspection, free of charge, to members at all reasonable times subject to the provision of the Privacy Act (1988) Commonwealth and/or any other similar statutory provision.

FUNDS

- 35. The funds of the Association shall be derived from fees, subscriptions, donations, grants and such other sources as the Board determines.

BRANCHES

- 36. The Board may make provision for the formation, establishment, conduct and dissolution of Branches on such terms and subject to such conditions as the Board may think fit. Such Branches may include a special branch for youth members of the Association (to be called the ‘United Nations Youth Association or such other name as the Board may approve).

EXECUTIVE DIRECTOR

- 37. The Board may appoint a salaried officer as the Executive Director of the Association, and where such person is appointed, the Executive Director shall be and act as the Secretary of the Association.

INTERPRETATION

- 38.** Subject to the Act, in the event of any doubt or dispute as to the meaning or interpretation of these Rules, the Board shall determine any such meaning or interpretation, which determination shall be final and binding on all members.

INDEMNITY

- 39.** Subject to the Act, every officer, auditor or member of the Board shall be indemnified out of the property of the Association against any liability incurred by such person in such capacity in defending any proceedings, whether civil or criminal, in which judgement is given in such person's favour or in which such person is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to such person by any relevant Court.

DISPUTE AND MEDIATION

- 40.** (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
- (a) a member and another member; or
 - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

GIFT FUND

- 41.** (1) The Association will, if required under the Tax Act, establish and maintain, for the purposes set out in the statement of purposes of the Association, a separate Gift Fund:
 - (a) to which gifts of money, property or other contributions for those purposes are to be made;
 - (b) to which any money or other contributions received by the Association because of those gifts is to be credited; and
 - (c) that does not receive any other money, property or contributions.
- (2) The Gift Fund will not be maintained for the purposes of profit or gain to the Members of the Association and the gifts made to the Gift Fund and any money or other contributions received because of those gifts will be applied solely towards the promotion of the purposes of the Association and no portion of the Gift Fund shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the Members of the Association.
- (3) The Association will maintain a separate bank account for the Gift Fund and will comply with subdivision 30-BA of the Tax Act with respect to the administration of the Gift Fund.
- (4) The Gift Fund will be administered by the Board, who will have the sole responsibility for decisions regarding the use and application of all gifts and contributions made to the Gift Fund and any money or other contributions received because of those gifts for the purposes set out in the statement of purposes of the Association.
- (5) In accordance with the Tax Act, receipts issued for gifts must state:
 - (a) the name of the Association;
 - (b) the ABN applicable to the Association; and
 - (c) the fact that the receipt is for a gift.