

**THE VANUATU
NATIONAL YOUTH COUNCIL**

C O N S T I T U T I O N

**Port Vila
REPUBLIC OF VANUATU**

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A PREAMBLE TO THE CONSTITUTION

The Vanuatu National youth Council shall be the constituted legal entity promulgating the dreams and hopes of the people of Vanuatu through the total development of its most important resources, its future leaders and nation-builders, the young people of this young nation.

The National Youth Council or VNYC as it may be commonly known shall be the cornerstone to the human resources development programmes of young people nation-wide. It shall be a non-government, non-political and non-profit organization, working towards national goals and objectives, which will reflect the concerns of the organization for the development of all young people of this country, by utilizing opportunities whenever these present themselves. It would therefore be beholden of the VNYC to ensure that the young people of this country know of their rights and place in society and pursue all opportunities to self-improvement and development.

The VNYC shall assist to safe-guard the rights and privileges of all young ni-Vanuatu under the laws of this country, and will ensure maintenance of those cultural and traditional elements of its society which enhance the status and situation of its youth, while moving with the inevitable changing times of modern society.

The multi-cultural and multi-lingual mix of Vanuatu is an aspect which tends to the excitement and vivacity of the country and to that extend, the VNYC will diligently promote the improvement of planning and implementation systems to include traditional methods and approaches where and whenever possible.

The National Youth Council shall be the mechanism whereby the voice of young people of Vanuatu is heard at all levels and all arenas of national policy discussions and decision-making. To that end, the VNYC shall promote the involvement of young people in the planning and development processes of nation building.

May the dreams and hopes of the people of Vanuatu live on in its youth. And may the vehicle which will assist in bringing to fruition the aspirations of the people of Vanuatu find root, strength, and long-life in the Vanuatu National Youth Council.

ARTICLE 1: NAME

- 1.1 The name of the organization shall be the Vanuatu National Youth Council.
- 1.2 It shall also be known in this Constitution as the "Council" or the "VNYC" or the "National Youth Council".

ARTICLE 2: HEADQUARTERS

- 2.1 The Headquarters of the National Youth Council shall be situated in the capital town of Port Vila, unless otherwise decided by the Annual General Meeting of the Council.

ARTICLE 3: GOALS

- 3.1 The goals of the Council are:
 - a) to serve as a forum in which issues relating to the needs, problems and aspirations of young people can be discussed;
 - b) to encourage and promote active participation of young people in the political, social, economic, cultural and religious development of their communities and the country.
 - c) To co-ordinate and unify all youth groups and activities throughout the country under one national youth development programs;
 - d) To foster, support and develop youth programs and financial schemes which will assist in the enhancement, development and realization of the role and contribution of youth in the development process;
 - e) To develop an effective leadership role for the youth of Vanuatu.

ARTICLE 4: NATIONAL STRUCTURE

- 4.1 The organizational structure of the Council focuses mainly on the Regional Youth Councils as they alone affiliate directly into the National Youth Council. However, the exact structure of each Regional Youth Council shall be decided upon by the members and leaders of the Regional Youth Council. However, as most Regional Youth Councils

follow a similar structure that structure is illustrated below as a guide and for informational purposes only.

- a) at village level, young people shall be members of church, sports, interest, business, village, cultural, hobbies and such other socio-economic groups as well as members of uniformed organizations such as the Scouts or Girl guides;
- b) youth groups at village(s) level shall come together to form an Area Youth Committee;
- c) Area Youth committees within a Provincial Government or Municipal Council region shall come together to form Regional Youth Councils;
- d) Regional Youth Councils shall come together to form the Vanuatu National Youth Council;
- e) Other groups and organizations in the country at national level such as the National Council of Women (VNCW) and National Sports Organizations, shall also join the Vanuatu National Youth Council should they desire to do so;
- f) At all times, any cost incurred for the participation, work and activities of Area Youth Committees and Regional Youth Councils shall be their own responsibility. The National Youth Council may assist financially, but this is not compulsory and will depend on the availability of funds from time to time as decided by the National Youth Council.

4.2 The formation of young people into groups at the local level shall be encouraged to promote a unified and coordinated approach to the development and growth of young people in Vanuatu and also of equitable distribution and allocation of resources and benefits of development between the Regional Youth Councils and amongst youth groups and organization in Vanuatu.

ARTICLE 5: MEMBERSHIP

5.1 COMPOSITION

Membership to the Council shall consist of:

- a) Full Members
- b) Associate Members
- c) Life Members
- d) Honorary Members

5.1.1 FULL MEMBERS

- a) Full members of the Council shall be the Regional Youth Council of the six (6) Provincial Government regions, and the two

Municipalities of Port Vila and Luganville. This brings a total of 8 Full Members.

- b) The Regional Youth Councils will be represented by the person elected as the President of that Regional Youth Council.
- c) The elected representative shall act in a proper manner in observing the Constitution at all times while he or she is representing their respective Regional Youth Council. Especially in ensuring that they represent their Region or Province well.

5.1.2 ASSOCIATE MEMBERS

Associate members of the Council shall also be extended to, but not limited to the following and other such organizations:

- a) The Vanuatu National Council of Women (VNCW);
- b) Vanuatu Rural Development Training Centers Association;
- c) Vanuatu Sports Association and National Olympic Committee;
- d) Community Service Organization such as the Lions Club, Rotary, Kiwanis etc;
- e) Business Houses and Banking Institutions;
- f) International Uniformed Organizations such as the Scouts and Girls Guide;
- g) Vanuatu Christian Council;
- h) Vanuatu Society for the Disabled Peoples;
- i) Vanuatu Family Health Association;
- j) Vanuatu Red Cross Society;
- k) Schools and other Educational Institutions
- l) Other Organizations wishing to join the membership of the Council
- m) National Council of Chiefs (MALVATUMAURI);
- n) Fest Napuan Association; and
- o) Yang Pipol's Projek.

5.1.3 LIFE MEMBERS:

- a) Life Members of the Council shall be those individuals who have given long, outstanding and dedicated service to the Council and therefore have had Life Membership conferred upon them.
- b) Life Members shall not be liable to annual subscription or other levies. They shall be entitled to all privileges of the Council including attendance at Council meetings without the right to vote.

5.1.4 HONORARY MEMBERS:

- a) Honorary Members of the Council shall be those individuals appointed as the Patron or Patroness, Vice-Patron or Vice-Patroness, the Legal Adviser and the Financial Adviser.

- b) Honorary Members all be appointed during the Annual General Meeting of the Council which elects Office Bearers.
- c) Honorary Members shall not be entitled to hold appointments as Officers of the Council nor have voting rights at any meetings of the Council.

5.2 AFFILIATION / RENEWAL OF MEMBERSHIP

- a) New members who wish to join the membership of the Council shall be non-profit or profit-oriented organizations and shall make application in writing on the prescribed form provided by the Council.
- b) Each application shall include:
 - i] the names and addresses of Office Bearers;
 - ii] the management structure of that organization;
 - iii] the Constitution or Memorandum of Understanding and Policy Statement of that organization;
 - iv] a copy of that organization's previous year's Annual Report and Statement of Accounts;
 - v] the affiliation fee, the amount of which shall be decided by the Annual General Meeting of the Council.
- c) The application shall be received, considered and approved or rejected at the discretion of the Executive Board of the Council.
- d) The applicant organization shall already be informed in writing of the decision of the Council.
- e) Applicant organizations shall already be registered organizations according to the requirements of the laws of Vanuatu, and shall not be pending bankruptcy.
- f) Annual subscriptions, the amount of which shall be decided by the Annual General Meeting (AGM) of the Council, shall be paid before 31 March of each year. Each annual subscription shall include the names and addresses of Office Bearers and of the Representative of the member organization to Council meetings.
- g) Any member organization, whose membership falls into arrears for more than six months, may be liable to a surcharge, the rate of which shall be decided by the Executive committee of the Council.

5.3 SUSPENSION AND EXPULSION

- a) The Executive Board shall have the power to suspend membership or recommended expulsion of any member organization whose conduct has adversely affected the reputation of the Council, or who has failed to comply with the provisions of this Constitution and any Bye-Laws made under this Constitution.

- b) The Chairperson of the Board shall inform the member organization facing suspension or expulsion, the time and place of the Executive Board meeting which will hear the case, and the reasons received by the Executive Board regarding the pending suspension or expulsion.
- c) The member organization concerned shall have the right to send a representative to the meeting to state its case before the Executive Board.
- d) The decision of the Executive Board meeting shall be made known in writing to the member organization concerned.
- e) The period of suspension or expulsion of a member organization shall be at the discretion of the Executive Board.
- f) Should a member disagree with the decision of the Executive Board, it may take its case to the General Meeting. The decision of the General Meeting shall be final. Should a member of the General Meeting be suspended or expelled they may not vote in a decision regarding their own status.
- g) The recommendation for the expulsion of a member from the Council shall be approved by a two-third majority of voting members at a General Meeting (GM).
- h) A member organization who has been expelled from the Council shall be re-admitted to the Council at the recommendation of the Executive Board and with the approval of a two-third majority of a General Meeting of the Council.
- i) An organization wishing to be re-admitted to the Council shall use the same procedures as for first application to affiliate.

5.4 WITHDRAWAL FROM THE COUNCIL

- a) Any member organization wishing to withdraw from the Council, shall submit its intention in writing to the General Secretary. The withdrawal shall take effect one month from the date of acceptance by the Executive Board.
- b) Notice of intention of a Full Member wish to withdraw from the Council, shall be signed by the President and Secretary of the Regional Youth Council, and the Presidents of the Area Youth Committees of that region.
- c) A Full Member wishing to withdraw its membership from the Council must also inform its Provincial Government Council of its intention.
- d) Notice of intention of an Associate Member to withdraw its membership form the Council, shall be signed by the head of the Management Committee of that organization.
- e) Any member organization which withdraws from the Council shall not be entitled to a refund of its subscription or other monies contributed or donated to the Council.

- f) A member organization which has voluntarily withdrawn its membership from the Council shall be eligible for re-admission after two years.
- g) Re-admission to the Council shall use the same procedure as for first application affiliate.

ARTICLE 6: THE EXECUTIVE BOARD

- a) The Executive Board shall consist of:
 - i] Full Board Members (4);
 - ii] Associate Board Members (up to 4);
 - iii] The VNYC Executive Officer as a non-voting ex-officio member.
- b) The Executive Board should meet at least twice a year as possible for the effective management of the Council.
- c) The Executive Board shall be responsible for the management of the affairs of the Council, and shall report to the General Meeting of the Council.

6.1 GUIDELINES FOR THE EXECUTIVE BOARD

- a) The management of the Council shall be overseen by the Executive Board. The Executive Board shall be comprised of both Full and Associate Members.
- b) There will be four Full Members of the Executive Board chosen from amongst the Regional Youth Council Presidents as follows:
 - i] One will be the Regional President of the location of the Headquarters and Head Office of the VNYC (currently Port Vila). This is to help ensure Council oversight of Staff and the Head Office as well as to ensure VNYC involvement and representation in National Events.
 - ii] One Regional President who has of the General Meeting electing Board member who has served previously as a Regional President. This is to help ensure continuity and high quality leadership in the Council.
 - iii] One Regional President in the General Meeting being of male gender.
 - iv] One Regional President in the General Meeting being of female gender. These rules will help ensure gender balance and fair representation.
- c) The Executive Board will be headed by a Chairperson. The Chair must be a Full Member of the Council. The position of Chairperson of the Executive Board will be decided by the four Full Members of

the Board after having been selected by the General Meeting with the following exception:

- i) The Vice Chair of the Executive Board will always be reserved for the Regional President of the Region within which the Council has its Headquarters and Head Office, namely Port Vila. The Port Vila President may not take the position of Chair.
- d) There may be up to a maximum of four Associate Members who shall form part of the Executive Board of the Council. Associate Members will be selected in an attempt to benefit the planning and development of the Council as well as advisory and monitoring towards the effective and efficient operation of the Council. Should the need arise the Associate Members may be chosen taking into consideration a desire to add gender balance and other valuable dynamics into the leadership of the Council.
- e) As Associate Members represent an agency affiliated to the Council there are no term limits for Associate Members appointed to the Executive Board. However, due consideration should be given when appointing an Associate Member to the Executive Board to serve again such as whether the Associate Member will be overburdened, whether other potential partners have been given a fair chance to participate and whether meaningful partnership could be developed with other Associate members.
- f) While no age limits are imposed on candidates for Full Board member positions the Council should attempt to select strong youth leaders for the positions from between the ages of eighteen and thirty-five years of age at the start of their term. Associate Members and Honorary Members may be of any age.

6.2 NOMINATION AND ELECTION OF FULL BOARD MEMBERS

- a) Full Board Members are elected every three years by the Annual General Meeting.
- b) Nominations for the posts of Full Board Members shall be received by the Annual General Meeting on prescribed forms which shall be made available by the Head Office to all member organizations eligible to attend the Annual General Meeting.
- c) Nomination forms shall be completed and signed by the nominee and a supporter of their candidacy. In nominating a candidate, the relevant provisions of the Constitution must be taken into account and also the character and background nominated candidate.

- d) Election of Full Board Members shall be by secret ballot. Scrutinizers shall be appointed by the Annual General Meeting as necessary to assist with the proper conduct of elections.

6.3 TERM OF OFFICE

- a) Full Board Members will serve a three (3) year term. A Full Board Member may serve more than one term, but they cannot serve as a Full Board member for more than three terms.
- b) Associate Board Members will serve a three year term. Associate Board Members will be selected by the Executive Officer and approved by the Full Board Members before their acceptance. Associate Board Members will be chosen based on their organizations and their own dedication and service to youth as well as their ability to assist the Council.

6.4 VOTING AT BOARD MEETINGS

- a) Should any of the four (4) Full Board Members call for a confidential discussion or vote, then all Associate Board Members may be asked to leave the meeting for the discussion or vote. This is to ensure that the Council may handle some matters internally without outside interference as well as to ensure that the Full Board Members do not lose influence over the organization to Associate Members.
- b) The Executive Officer is always a non-voting, ex-officio member at Board meetings.

ARTICLE 7: POWERS AND RESPONSIBILITIES OF THE EXECUTIVE BOARD.

7.1 POWERS OF THE EXECUTIVE BOARD

The Executive Board shall have power to:

- a) arrange, regulate and control all national activities of the Council;
- b) decide on matters of policy and procedures, either for direct implementation or for submission to the Annual General Meeting for approval;
- c) approve projects for internal and external funding;

- d) select candidates for national, regional or international conferences, seminars, meetings, workshops, or other such activities.
- e) Establish sub-Committees as provided for in Section 7.3 (a) to undertake specific responsibilities on behalf of the Council;
- f) With the assistance of the Executive Officer establish procedures for the planning and management of the administrative and development activities of the Council;
- g) Except for the post of National President, fill vacant posts which may occur on the Executive Committee, due to resignation, death or dismissal;
- h) Instruct the Executive Officer to recruit employees of the Council based on a perceived need or instruct the Executive Officer to dismiss employees perceived to have not sufficiently contributed to the work and program of the VNYC or damaged the name or reputation of the VNYC;
- i) Recruit or dismiss any person as Executive Officer of the Council due to insufficient work performance or behavior damaging to the VNYC;
- j) Enter into an agreement with the Government of the Republic of Vanuatu to employ a person as Executive Officer of the Council and for the Government to be responsible for their salaries, entitlements and allowances. Such employment to be done under a Local Staff Contract.
- k) Establish and manage the National Youth Trust Fund set up to promote the achievement of the objectives of the Council;
- l) Define additional duties and responsibilities of the Executive Committee and sub-Committee;
- m) Suspend membership of member organizations to the Council;
- n) Manage and operate the funds of the Council in a way that would assist to improve the effectiveness and efficiency of services from the Council to member organizations and to country at large;
- o) Provide Standing Orders and by-laws for the establishment of the Regional Youth Councils, Area Youth Committees, and for other such matters as would be required to effectively carry out the provisions of the constitutions;

- p) Carry out other activities of advantage to the Council.

7.2 DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE BOARD

The Executive Board shall:

- a) Receive progress and completion reports of programs and projects undertaken by the Council;
- b) Meet once every six months or at other times as required;
- c) Submit an Annual Report of its activities and an Audited Statement of Accounts to the Annual General Meeting of the Council.
- d) Be responsible for the effective and efficient management of the affairs of the Council;
- e) Keep Government, member organizations and others informed of the Council's activities;
- f) Collect, disseminate and publish any information relating to youth activities in and outside of Vanuatu;
- g) Advise Government, Provincial Governments, Municipal Councils and other organizations of policy changes of the Council;
- h) Monitor and evaluate the implementation of programs, policies, projects and the recurrent budget of the council;
- i) Seek and provide training opportunities for youth groups and the young people of Vanuatu;
- j) Be responsible for other duties as required by the Council.

7.3 ESTABLISHMENT OF SUB-COMMITTEES

- a) To assist in the planning and implementation of programs and policies, the Executive Board may establish sub-Committees such as but not limited to the following:
 - i] Policy and Planning;
 - ii] Education and Training;
 - iii] Entrepreneurship Development;
 - iv] Social Issues;
 - v] Information and Communication;
 - vi] Disability;

- vii] Women and Development;
- viii] Finance;
- ix] Culture and Environment;
- x] Youth & the Law' and
- xi] Youth and Spiritual Development.

- b) A Convenor shall be appointed to head each sub-Committee. If possible, the Convener should be a Board Member but it could also be an appropriately qualified person appointed by the Executive Board.
- c) Each Convenor shall co-opt a maximum of six members to assist with the work of that sub-Committee.
- d) All Convenors and Sub-Committee members shall serve a term of three years.
- e) The Convenor shall call meetings of the Sub-Committee as required and shall make regular progress reports to the Executive Committee.

ARTICLE 8: THE REGIONAL YOUTH COUNCILS

- a) In accordance with Article 4.1, Area Committees shall come together to form Regional Youth Councils, and these shall be established in each Provincial Government region as well as the two Municipalities of Port Vila and Luganville.
- b) Regional Youth Councils shall consist of:
 - i] The Presidents of Area Youth Committees;
 - ii] other members of the Area Youth Councils, the number of which shall be decided by the General Meeting which elects Office Bearers of the Regional Youth Council;
 - iii] A Representative of the Island Council of Women;
 - iv] A Representative of the Island Council of Chiefs;
 - v] Representatives from Church Youth Groups of that Region;
 - vi] The Provincial Planner for that Provincial Government Council.
- c) Each Regional Youth Council may determine its own structure in the best interests of the Regional Council and the young people of the Region.
- d) Each Regional Youth Council shall be responsible for organizing youth, youth groups, and youth leaders both locally and regionally to take part in the VNYC program. The Regional Youth Council shall also be responsible for making awareness about the VNYC

and its Program as well as organizing its own Regional Youth Program each year.

- e) Each Regional Youth Council shall, on establishment, create and maintain an updated Contact List of all Office Bearers of both its Regional Youth Council and all its Area Youth Committees. This will help ensure good communication, cooperation, and unity within the VNYC in implementing its program.
- f) Each Regional Youth Council shall be responsible for the implementation of Regional and National Youth Policies and Programs.
- g) Each Regional Youth Council shall forward to the Executive Board of the National Council each year, a copy of its Annual Report, Annual Financial Report, Recurrent Budget and Development programme for the following year.

ARTICLE 9: EMPLOYEES OF THE COUNCIL

9.1 Executive Officer:

- a) The powers and duties to employ staff and employees for the Council is delegated to the Executive Board and the Executive Board acts on behalf of the Council in this respect.
- b) In accordance with Article 7.1(h) and (i) of this Constitution, the Executive Board shall have power to recruit salaried employees at such remuneration and conditions as shall be decided by the Council.
- c) Whenever possible the Executive Board shall employ a staff member as the Executive Officer. Before hiring the Executive Officer the Board must create an appropriate Terms of Reference in the Council By-Laws for the position detailing work assignments, requirements, salary, allowances, and timeframe.
- d) The Executive Officer shall be employed for a maximum period of three years. However, after three years and upon Board approval of the Executive Officer's performance, the contract of employment may be renewed.

9.2 Other Staff

- a) Besides the Executive Officer position other staff may also be employed by the Executive Board. With Board approval that the Council needs and its plans require additional staff, the Executive Officer may hire additional staff to work under the Executive Officer. Other staff may include:
 - i] Administration / Accounts Officer
 - ii] Information Communications Officer
 - iii] Project Development Officer
 - iv] Secretary /Typist
 - v] Other Officers as shall be required by the Council.
- b) All staff under the Executive Officer shall report to the Executive Officer who will then report in their behalf to the Executive Board and Council. The Executive Officer in consultation with and approval of the Executive Board will create a Job Description and Contract of Employment for all other staff.
- c) The Executive Officer will be fully responsible for all staff under his/her supervision. The Executive Officer will advertise the position of a select staff with Board approval. The Executive Officer will supervise all staff and be responsible to the Board for their performance. No elected VNYC Leader should be involved in the recruitment of staff so as to maintain impartiality in the application process, but Board approval should be requested once the selection process is complete.
- d) No immediate family member of a VNYC National Leader should be hired as staff of the VNYC so as to preserve the reputation of the VNYC as a professional and impartial organization where conflict of interests is avoided.

9.3 General Employment Regulations

- a) No Executive Board Member or AGM member may also hold a VNYC staff position. However, a Board or AGM member may leave their elected position to become a staff member and a staff may leave their employed position to become a VNYC Leader. However, on short term assignments only an elected VNYC Leader may perform VNYC Office tasks and be compensated by an allowance for their work but such exceptions must be short term and temporary only. Such terms to be approved by the Council at an Annual General Meeting.

ARTICLE 10: MEETINGS

10.1 COUNCIL GENERAL MEETING

- a) The Council General Meeting (GM) is made up primarily of the Full Members of the Council represented primarily by the Regional Youth Council Presidents. The General Meeting should occur at most once a year and preferably between the months of September and December to help prepare the VNYC for the following year. In the event that there is no perceived need by the Board and no call by four or more Full Board Members for a General Meeting in one year then the meeting may be cancelled. However, the General Meeting must occur at least every three years to ensure the opportunity for the election of new VNYC Board Members.
- b) Notice in writing of the GM, accompanied by the audited Annual Statement of Accounts, the Annual Report, the Development Programme and Recurrent Budget for the following year and the Agenda for the meeting, shall be sent to all the members of the General Meeting not less than sixty days before the date of the meeting, and where practicable, by press advertisement, not less than twenty-one days before the date of the meeting.
- c) The Agenda for the GM shall consist of the following items:
 - i] Opening prayer;
 - ii] Chairperson's Opening remarks;
 - iii] Roll call, apologies;
 - iv] Presentation and adoption of the Agenda;
 - v] Presentation and adoption of the Annual Report and Statement of Audited Accounts;
 - vi] Consideration of Notices of motion;
 - vii] General business as specified on the agenda;
 - viii] Any other business;
 - ix] Election of Full Board Members (every three years);
 - x] Presentation and adoption of recurrent budget and development programme for the following year;
 - xi]
 - xii] Closing prayer
- d) The quorum for the AGM shall be two-thirds of the voting members.
- e) In the event that there is no quorum, a second meeting shall be called within the same week. In the event that there is still no quorum after a second attempt to hold the meeting, the

members present may decide to conduct the meeting as if there is a quorum.

10.2 EXECUTIVE BOARD MEETINGS:

- a) Executive Board meetings shall be held at least once a year and preferably twice a year.
- b) The quorum for any meeting shall be three (3) of the Full Board Members. However, a Full Board member may designate another Member of the General Meeting to serve as a proxy and vote in their place. The proxy must be made in writing and submitted to the Executive Officer prior to the Meeting and disclosing the reasons as to their absence.

10.3 SPECIAL GENERAL MEETINGS:

- a) There may also be Special Meetings of the Council, which shall also be known as the Special General Meeting or SGM. These SGMs are called for specific purposes and only as needed and should be coordinated to coincide with normally planned General Meetings.
- b) Notice in writing of such meetings shall be sent to all member organizations not less than one month before the date of the meeting.
- c) Four or more member organizations may request an SGM, provided the requesting letter is signed by the President and Secretary of all member organizations concerned. This meeting must be held within one month of the request being made.
- d) The quorum for an SGM shall be the same as for the GM.

10.4 REPRESENTATION AT MEETINGS:

- a) At the GM and the SGM, member organizations shall be represented as follows:
 - i] Full Members, by one Delegate and one Official Observer;
 - ii] Associate members, by one Delegate.

Delegates of Full Member organizations shall be the President and Secretary or Treasurer or other members.

- b) Official Observers of Full Member organizations shall be any two of the Presidents of the member Area Youth Committees.
- c) In the event of a Delegate or Delegates being suddenly called away during the GM or SGM, an Official Observer may replace and cast the vote(s) of the Delegate(s) concerned.

10.4 VOTING

- a) Voting at the GM or SGM shall be by a simple majority, except for the alteration of the Constitution which shall be by a two thirds majority of the meeting.
- b) Unless a secret ballot is called for, and with the exception of election of Office Bearers, all voting shall be taken on the call of voices or show of hands.
- c) Each Delegate and Executive member shall be entitled to one vote, except for the Chairman who shall have a casting vote.
- d) An executive member shall not represent nor vote on behalf of a member organization.
- e) An affiliated member organization shall request a Delegate of another affiliated member organization to be its Proxy Delegate and to vote on its behalf. The request shall be made in writing to the General Secretary before the meeting and it must be signed by the President and Secretary of the requesting organization.
- f) Official Observer may have speaking rights but may not vote.
- g) Should any Council Member or their immediate family member have a financial interest in a matter coming before the Board, the General Meeting, or arising during the performing of their duties as a Council Member, then they are considered to have a conflict of interest. A conflict of interest will also include any scenario where a Council member's vote might bring themselves or their immediate families (including father, mother, brother, sister, grandparent, grandchild, tawian or other in-law) direct personal gain from voting. In a case of conflict of interest the Council Member must:
 - i] Disclose the matter to the Council;
 - ii] Must not continue to deal with the matter but pass it to another Council Member;

- iii] Not be present at any meeting discussions concerning the matter;
- iv] Not vote on the matter at any meeting of the Council.

ARTICLE 11: FINANCE

- a) The financial year of the Council shall be the calendar year;
- b) The funds of the Council shall only be used to promote the work of the Council.
- c) The Council shall raise funds, borrow money, make loans or enter into covenants on such terms and conditions as deemed necessary to facilitate effective implementation of the work of the Council.
- d) All monies and funds received shall be paid to the VNYC Executive Officer, the designated finance officer of the VNYC, or the Board Treasurer. The individual receiving the funds shall lodge these into the account of the Council which shall be at a Bank or Banks approved by the Executive Board.
- e) The Executive Officer and the Board Chairperson shall be signatories to the funds of the Council. In the absence of the Board Chairperson the Vice Chair of the Board may sign in the Chairperson's place. In the absence of the Chairperson and the Vice-Chair another Board member may sign. In the absence of all of the Board and / or the Executive Officer the Minister or Director General responsible for Youth may sign.
- f) Loans shall not be made to any member of the Executive Board, General Meeting or member organizations. Interest-free loans shall not be made to employees of the Council, other than short-term salary advances.
- g) Members of the Executive Board, Delegates and Official Observers shall be paid fees or honoraria for attending meetings, or other such gatherings of the Council.
- h) All accounts of the Council shall be audited annually before the AGM.
- i) The Council may indemnify any member of the Executive Board, sub-Committee or salaried staff against any matter relating, or arising from the performance of their individual official duties in a manner, and to the full extent provided by law.

ARTICLE 12: AMEMDMENTS TO THE CONSTITUTION

- a) Amendments to the Constitution of the Council must receive final approval by two-thirds majority of voting members present at a GM or SGM. Amendments will first receive approval by the Executive Board and then pass on to the GM. However, if four Full Members support an amendment to the Constitution then no Board approval is needed to take the matter to GM.
- b) Notice in writing of intention to alter, repeal or add to the Constitution, should when possible be given by the Board to Full Members or by sponsoring Full Members to the Board, not less than three months before the GM or SGM called for that purpose. Such notice shall be signed by the President and Secretary of the member organization submitting the notice, and supported by at least four other member organizations of the Council.
- c) The Executive Board will give at least one month's notice of such motion, in writing to all member organizations of the Council.
- d) The GM or SGM shall determine the date on which such alterations, repeals or additions shall take effect.
- e) After the changes in the Constitution are made, it is preferable that a period of three years should elapse before further alterations, repeals or additions are made unless the Council has strong need and commitment to revise the Constitution.

ARTICLE 13: DISSOLUTION OF THE COUNCIL

- a) The Council shall not be dissolved except by a resolution passed at a GM or SGM convened for that purpose.
- b) Due notice of the Council to dissolve, shall be provided to the Minister responsible for Youth, and to the Provincial Governments and Municipal Councils.
- c) The disposition of the assets of the Council shall be in accordance with the provisions of this Constitution and the laws of Vanuatu.
- d) No surplus funds or property remaining after the satisfactory disposition of debts and liabilities of the Council shall be distributed in any way or paid to any member of the Council.

- e) Any funds or assets remaining shall be held in trust by the Minister responsible for Youth, who shall also have the power to dispose of them in any manner as deemed appropriate.

ARTICLE 14: LEGAL ENTITY

14.1 The Council may sue and be sued in its name provided no member organization, Council Official or salaried Staff, shall have any claim against the Council or its Officials for any act done in the execution of their official duties.

ARTICLE 15: COLOURS OF THE COUNCIL

15.1 The colours of the Council shall be the national colours of Vanuatu which are Black, Gold Yellow, Red, and Green.

ARTICLE 16: SEAL OF THE COUNCIL

16.1

- a) The Council shall have a seal to use to verify that the Authority of the VNYC stands behind a document. This seal shall be used only for official purposes of the VNYC. Any attempt to use the seal in a negligent, careless, or unsuitable way to the harm of the name, work, or reputation of the VNYC or the youth of Vanuatu is grounds for expulsion from the Council as well as termination of a staff position.
- b) The seal will normally be held and used by the Executive Officer on behalf of the Executive Board and General Meeting of the Council. The Executive Officer should never use the seal in contraction to a decision by the Board of General Meeting.

THIS CONSTITUTION IS HEREBY APPROVED AND EXECUTED BY ITS MEMBERS at Port Vila, this _____ day of _____, 2010.

PRESIDENT

VICE-PRESIDENT

SECRETARY

TREASURER

MEMBER

MEMBER