

Encounter Youth Incorporated

Rules of Association

1. Name

The name of the incorporated association is Encounter Youth Incorporated, referred to herein as Encounter Youth.

2. Definitions

'Board'	The governing committee of the Association.
'Board member'	A Full Member who has been elected or appointed to the Board.
'CEO'	The Chief Executive Officer of Encounter Youth, holding executive power as appointed by the Board according to the Rules of Association.
'Encounter Youth'	An abbreviation of the full name of Encounter Youth Incorporated.
'General Meeting'	A duly convened meeting composed of the Members of Encounter Youth.
'Membership'	A person who has been approved by Encounter Youth as a Full Member or Associate Member.
'Month'	A calendar month.
'Staff'	The salaried employees of Encounter Youth.
'Surplus Assets'	Any assets that remain after all outstanding liabilities have been met and costs associated with winding up have been paid as defined in the Act.
'the Act'	The <i>Associations Incorporation Act 1985 (as amended)</i> .

3. Statement of Faith

Encounter Youth upholds the fundamental truths of the Christian faith as stated in the Nicene Creed: We believe in one God, the Father, the Almighty, maker of heaven and earth, of all that is, seen and unseen.

We believe in one Lord, Jesus Christ, the only Son of God, eternally begotten of the Father, God from God, Light from Light, true God from true God, begotten, not made, of one Being with the Father; through him all things were made. For us and for our salvation he came down from heaven, was incarnate of the Holy Spirit and the Virgin Mary and became truly human. For our sake he was crucified under Pontius Pilate; he suffered death and was buried. On the third day he rose again in accordance with the Scriptures; he ascended into heaven, and is seated at the right hand of the Father. He will come again in glory to judge the living and the dead, and his kingdom will have no end.

We believe in the Holy Spirit, the Lord, the giver of life, who proceeds from the Father and the Son, who with the Father and the Son is worshipped and glorified, who has spoken through the prophets.

We believe in one holy catholic and apostolic Church. We acknowledge one Baptism for the forgiveness of sins. We look for the resurrection of the dead, and the life of the world to come.

Amen.

4. Objects

In light of our vision to provide opportunities for young people to encounter the acceptance and love of God through our personnel and services, the objects of Encounter Youth are:

- a. To be a charitable organisation;
- b. To be a charitable organisation that engages with young people to provide harm minimisation support services;
- c. To be a charitable organisation that provides support to young people affected by substance abuse and risks associated with abusive, violent or criminal behaviours, and as a result directly alleviate suffering and harm, to individuals, families and the community;
- d. To be a charity whose main purpose is to promote the prevention and control of mental and physical disease, injury and suffering stemming from substance abuse and other societal pressures;
- e. To minimise and prevent harm to, and self-harm by, young people associated with the consumption of drugs, alcohol and other harmful substances, sexual abuse, violence, or other criminal behaviour;
- f. To provide direct aid to those in distress or at risk of harm associated with such abusive, violent or criminal behaviours by young people;

- g. To provide education, training and activities to enable young people to understand and respond well to the mental and physical health risks associated with substance abuse and other societal pressures;
- h. To provide opportunities for young people to organise and participate in safe social and physical activities that may prevent or minimise the risk of such harm and enhance their life skills and usefulness to society;
- i. To partner and co-operate variously with government agencies, schools, churches, charities, other service organisations and private sponsors in order to empower, care for and support young people;
- j. Undertake fundraising activities to support the objects of Encounter Youth;
- k. Undertake any other lawful activities and actions that assist to achieve the objects of Encounter Youth.

5. Powers of Association

Encounter Youth has the following powers, exercised by the Board, to:

- a. Acquire, hold, deal with, and dispose of, real or personal property;
- b. Administer any property on Trust;
- c. Open and operate bank accounts;
- d. Invest its moneys:
 - i. In any security in which trust moneys may, by Act of Parliament, be vested, or;
 - ii. In any other manner authorised by the Rules of Encounter Youth;
- e. Borrow money on such terms and conditions approved of by the Board;
- f. Give such security for the discharge of liabilities incurred by Encounter Youth as approved by the Board;
- g. Appoint agents to transact any business of Encounter Youth on its behalf; and
- h. Enter into any other contract it considers necessary or desirable.

6. Membership

6.1 Types

- a. Membership of Encounter Youth is open to any natural person who supports the objects of Encounter Youth, gives assent to the Statement of Faith, and agrees to be bound by the Rules of Encounter Youth.
- b. Classes of Membership - There shall be two classes of membership:
 - 1. Full Member - Full membership shall be available to natural persons who agree to the objects of Encounter Youth and are entitled to vote at Annual, Special and General meetings.
 - 2. Associate Member - Associate membership shall be available to natural persons who have an interest in Encounter Youth and a desire to participate in Encounter Youth activities, but who do not wish to attend Encounter Youth meetings.
- c. Full Member
 - 1. All applicants for full membership of Encounter Youth shall be proposed by one full member and seconded by another full member.
 - 2. An application for full membership shall be made in writing, in the manner prescribed by the Board, and signed by the applicant and the proposer and the seconder.
 - 3. Upon the acceptance of the application for full membership by the Board and upon payment of the first annual subscription, the applicant shall be a full member of Encounter Youth.
- d. Associate Member
 - 1. All applications for associate membership of Encounter Youth shall be subject to organisational practices that are in place at the time a membership application is received.

6.2 Rejection of Full Membership Application

The Board may reject a full membership application if:

- a. There are reasonable grounds to believe that the applicant would not abide by the rules and objectives of the association;

- b. Required by law;
- c. The applicant has been convicted of an indictable offence;
- d. There are reasonable grounds to believe that the applicant would pose a security risk to members of the association;
- e. The applicant has not acted in the best interest of the association;
- f. The person has previously breached the rules of the association; as a former member;
- g. The person has not complied with the membership application process;
- h. The applicant has acted in a manner that may damage the reputation of the association.

6.3 Statement of Reasons for Rejection

Within 2 weeks of a full membership application being rejected by the Board, written advice will be provided to the applicant stating the reasons why the membership application was not accepted by the Board.

6.4 Applicants Right of Appeal

The written advice will also state the basis upon which the person may appeal the rejection. The intention to appeal shall be communicated in writing to the Secretary or Public Officer of the association within 14 days after the determination of the Board has been communicated to the Applicant. In the event of an appeal, the appellant's application for membership of the association shall not be rejected unless the determination of the Board to reject the membership application is upheld after the appellant has been heard by the membership appeals process, formed under the direction of the Board.

6.5 Membership Fee

- a. The membership fees (if any) for membership shall be as the full members determine from time to time in a General Meeting.
- b. The membership fees are payable annually at a time the Board determines in order for membership to be held.

6.6 Resignations

- a. A full member may resign from membership of Encounter Youth by giving written notice to the Secretary or Public Officer of Encounter Youth.
- b. A full member will be considered as having resigned from membership if he/she is absent from two consecutive General Meetings without an apology being accepted by the corresponding General Meetings. The members present at the relevant General Meetings will consider the reasons given for the apology when deciding whether to accept the apology. Such decision, and any consequences thereof, will be communicated to the full member within 7 days following the General Meeting at which the apology was considered.
- c. Any resigning or resigned full member will be liable for any outstanding subscriptions, which may be recovered as a debt due to Encounter Youth.
- d. An Associate Member may resign from membership through the prevailing organisational practices.

6.7 Expulsion of a Member

- a. Full Member
 - 1. Subject to giving a full member an opportunity to be heard or to make a written submission, the Board may resolve to expel a full member if the member ceases to be qualified for membership under Rule 6.2 or upon a charge of misconduct detrimental to the interests of Encounter Youth.
 - 2. Particulars of a charge of misconduct shall be communicated to the full member at least one month before the meeting of the Board at which the matter will be determined.
 - 3. The determination of the Board shall be communicated to the full member, and in the event of an adverse determination the member shall (subject to Rule 6.4), cease to be a member, 14 days after the Board has communicated its determination to the member.
 - 4. It shall be open to a full member to appeal the expulsion to Encounter Youth at a

General Meeting. The intention to appeal shall be communicated to the Secretary or Public Officer within 14 days after the determination of the Board has been communicated to the member.

5. In the event of an appeal under Rule 6.7a.4, the appellant's membership of Encounter Youth shall not be terminated unless the determination of the Board to expel the member is upheld by the members of Encounter Youth in General Meeting, after the members of Encounter Youth have heard the appellant. In such an event, membership will be terminated at the date of the General Meeting at which the determination of the Board was upheld.
- b. Associate Member
 1. An Associate Member may be expelled from membership through the prevailing organisational practices.

6.8 Register of Members (Full and Associate)

- a. A register of members must be kept and contain:
 - i. The name and contact details of each member;
 - ii. The date on which each member was admitted to Encounter Youth; and
 - iii. If applicable, the date of and reason(s) for termination of membership.
- b. It shall be the responsibility of the individual members to advise of any change of details required for the register of members, and Encounter Youth (and its officers and employees) shall not be responsible for communication not being received by a member due to incorrect or outdated details appearing in the register of members.

7. The Board

7.1 Powers and Duties

- a. The affairs of Encounter Youth shall be managed and controlled by the Board which, in addition to any powers conferred upon it by this constitution, and by the Act, may exercise all such powers and do all such things as are within the objects of Encounter Youth, and are not by the Act or by these Rules required to be done by Encounter Youth in General Meeting.
- b. The Board has the management and control of the funds and other property of Encounter Youth.
- c. The Board shall have authority to interpret the meaning of these Rules and any other matter relating to the affairs of Encounter Youth on which these Rules are silent.
- d. The Board shall appoint a Public Officer as required by the Act. Such appointment will be communicated to Office of Business and Consumer Services within the time period mandated by the Office of Business and Consumer Services.
- e. The Board shall have the power to appoint from time to time such officers and committees, as it deems necessary. The duties of such officers and committees shall be defined by the Board to which the said officers and committees shall be responsible.
- f. Governance responsibilities
- g. The Board undertakes all governance responsibilities as stated in this Constitution and the Act, including the following:
 1. Exercising powers and discharging their duties with care and diligence.
 2. Making judgements in good faith and for a proper purpose.
 3. Not to have a material personal interest in the subject matter of the judgement.
 4. Informing themselves about the subject matter of the judgement to the extent they reasonably believe to be appropriate.
 5. Rationally believing that the judgement is in the best interests of the organisation.
 6. Meeting the governance and role requirements as specified in this clause and ensuring that they are able to competently and consistently apply relevant skills in achieving these requirements.

7.2 Appointment

- a. The Board shall be not less than four (4) and not greater than nine (9) Board members.
- b. The Board will comprise a Chairperson, Deputy Chairperson, Secretary, Treasurer with each role being filled at the first Board meeting following each Annual General Meeting, from those Board members elected at the Annual General Meeting.

- c. A Board member shall be a natural person.
- d. A Board member shall not hold a staff position within Encounter Youth.
- e. A Board member, shall for the duration of their appointment to the Board hold full membership of Encounter Youth.
- f. The maximum number of terms a Board member can remain on the Encounter Youth Board is 4 terms of 2 years, after which there must be a gap of 2 years, prior to nomination for re-election or their appointment being ratified.
- g. Subject to Rule 7.2.f:
 - a) All Board members shall be subject to re-election at the second Annual General Meeting subsequent to the meeting at which they were elected or their appointment was ratified.
 - b) A retiring Board member shall be eligible to stand for re-election without nomination.
- h. No other person shall be eligible to stand for election unless a member of Encounter Youth has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the Secretary of Encounter Youth. The nomination shall be signed by the proposer and by the nominee.
- i. Notice of all persons seeking election to the Board shall be given to all members of Encounter Youth with the notice calling the meeting at which the election is to take place.
- j. The Board shall have the power to fill any casual vacancy occurring on the Board provided that such appointment is communicated to the members within one month, and ratified at the next General Meeting of Encounter Youth.
- k. A member of the Board shall cease to be a member of the same upon any of the following happening:
 - i. The Board member submits a resignation in writing to the Secretary, or in the case of the Secretary to the Chairperson;
 - ii. The Board member resigns as a member of Encounter Youth in accordance with Rule 6.6; or
 - iii. The Board member is disqualified as a member of the Board in accordance with Rule 7.4.

7.3 Proceedings of Board

- a. The Board shall meet together for the dispatch of business at least eight (8) times per calendar year.
- b. The CEO shall attend Board meetings (as a non-member of the Board) to liaise between the staff and the Board.
- c. Questions arising at any meeting of the Board shall be decided by a majority of votes cast by Board members present, and in the event of a tie the Chairperson shall have a casting vote in addition to a deliberative vote.
- d. The Board may conduct business by email or by any other agreed electronic means. Each Board member shall be deemed to be present in any such meeting when they provide a response within the return period. The wording of any motion and the result of any vote on the motion in such a meeting shall be recorded in the minutes of the next meeting of the Board.
- e. The Board may communicate and conduct business with the membership on relevant matters by email or by any other agreed electronic means.
- f. A quorum for a meeting of the Board shall be greater than half of the members of the Board. A quorum shall constitute the minimum number of votes (excluding abstentions) cast upon any motion put before the Board.
- g. A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with Encounter Youth must disclose the nature and extent of that interest to the Board as required by the Act, and shall abstain from all consideration of and voting upon any motion put before the Board with respect to that contract or proposed contract. If such abstention means that the number of votes cast upon such motion does not constitute a quorum, then such motion shall be deferred until the next Board meeting at which such a quorum can be achieved. The member of the Board must also disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of Encounter Youth.

7.4 Disqualification of Board Members

The office of a Board member shall become vacant if a Board member is:

- a. Disqualified from being a Board member by the Act;
- b. Expelled as a member of Encounter Youth in accordance with Rule 6.7;
- c. Permanently incapacitated by ill health;
- d. Absent from two consecutive Board meetings without leave of absence being granted by the Board;
- e. Appointed as a member of staff within Encounter Youth.

8. General Meetings

8.1 Annual General Meetings

- a. The Board shall call an Annual General Meeting in accordance with the Act and these Rules.
- b. The Annual General Meeting shall be held within five months after the end of its financial year.
- c. The order of the business at the meeting shall be:
 - i. The confirmation of the minutes of the previous Annual General Meeting and of any special General Meeting held since that meeting;
 - ii. The consideration of the accounts and reports of the Board and the auditor's report;
 - iii. The election of Board members;
 - iv. The appointment of auditors; and
 - v. Any other business requiring consideration by Encounter Youth in General Meeting.

8.2 Special General Meeting

- a. The Board may call a special General Meeting of Encounter Youth at any time.
- b. Members may requisition a special General Meeting of Encounter Youth for a stated purpose in writing signed by not less than 25% of the total number of members of Encounter Youth
 - i. The Board shall within one month of the receipt of the requisition convene a special General Meeting for the purpose specified in the requisition.
 - ii. If such a special General Meeting is not convened within one month, the requisitionists, or at least 50% of their number, may convene a special General Meeting. Such a meeting will be convened in the same manner as nearly as practical as a meeting convened by the Board.
 - iii. For the purpose of a special General Meeting convened by members in accordance with this rule, the Board shall ensure that the requisitionists are supplied free of charge with the particulars of the members entitled to receive a notice of the meeting.
 - iv. The reasonable expenses of convening and conducting such a meeting shall be borne by Encounter Youth.

8.3 Notice of General Meetings

- a. Subject to 8.3b, at least 14 days notice of any General Meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c. A notice may be given by Encounter Youth to any member by serving the member with the notice personally, or by sending it by post or email to the addresses appearing in the register of members.

8.4 Proceedings at General Meetings

- a. Greater than half of Encounter Youth's members, present personally or by proxy, shall constitute a quorum for the transaction of business at any General Meeting.
- b. Subject to 8.4c, the Chairperson shall preside as chairperson at a General Meeting of Encounter Youth.
- c. If the Chairperson is not present at a General Meeting, or he or she is present but declines to take or retires from the chair, the Deputy Chairperson shall assume the role of chairperson of that meeting. If the Deputy Chairperson is also not present at the General Meeting, or declines to take or retires from the chair, the members may choose a Board member or one

of their own numbers to be the chairperson of that meeting.

8.5 Voting at General Meetings

- a. Subject to these Rules, every member of Encounter Youth has only one vote at a meeting.
- b. Subject to these Rules, a question for decision at a General Meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c. Unless a poll is demanded by at least five members, a question for decision at a General Meeting must be determined by a show of hands.
- d. A member being a body corporate shall be entitled to appoint one person, who shall not be a member of Encounter Youth, to represent it at a particular General Meeting or at all General Meetings of Encounter Youth. That person shall be appointed by the corporate member by a resolution of its Board. Such a person shall be deemed to be a member of Encounter Youth for all purposes until the authority to represent the corporate member is revoked.

8.6 Poll at General Meetings

- a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and ordinary resolutions

- a. A special resolution is as defined in the Act.
- b. An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

8.8 Appointment of Proxies

- a. A member shall be entitled to appoint in writing a natural person who is also a full member of Encounter Youth to be their proxy.
- b. A proxy shall attend and vote at any General Meeting of Encounter Youth on behalf of the member.
- c. The instrument appointing a proxy must be in writing under the hand of the appointor. A member will be entitled to instruct that member's proxy to vote in favour of or against all or any proposed resolutions. Unless otherwise instructed the proxy may vote as the proxy thinks fit.
- d. A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document.
- e. Except as expressly provided by the document appointing a proxy, an appointment of a proxy confers authority to do all things that the member can do in respect of a General Meeting.
- f. Before the time for holding the meeting or adjourned meeting at which a proxy proposes to vote, the document appointing the proxy must be deposited with Encounter Youth.
- g. The instrument appointing a proxy, under which it is signed or proof of that power or authority to the satisfaction of the Board, must be deposited at the registered office of the association prior to the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, prior to the time appointed for the taking of the poll and in default the instrument of proxy will not be treated as valid.

9. Minutes

- a. Proper minutes of all proceedings of General Meetings of Encounter Youth and of meetings of the Board shall be entered after the relevant meeting in minute records kept for this purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of Encounter Youth or the members of the Board at a subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed by the member who presided at the meeting at which the proceedings took place or by the member presiding at the meeting at which the

minutes are confirmed.

- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held and that all appointments made at a meeting shall be deemed to be valid.

10. Dispute resolution

- a. The dispute resolution procedure set out in this rule applies to all disputes under these Rules between a member and another member or a member and Encounter Youth, with the exception of disputes over expulsion of a member, which are governed by Rule 6.7.
- b. If Encounter Youth is a party to the dispute, the Board will appoint one or more representatives to represent Encounter Youth during the process outlined in Rules 10c and 10d. Such representatives shall be bound by the directives of the Board, and shall be accountable to the Board.
- c. 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.
- d. If the parties are unable to resolve the dispute at the meeting, the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

11. Financial reporting

11.1 Financial year

- a. The first financial year of Encounter Youth shall be the period ending on the next 30 June following incorporation.
- b. Thereafter, a financial year shall be the period of 12 months commencing on 1 July of one year and ending on 30 June of the following year.

11.2 Accounts to be kept

Encounter Youth shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of Encounter Youth in accordance with the Act. Refer to regulation 8 of the Association Regulations.

11.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts, the Board's statement and report, shall be laid before the members at the Annual General Meeting.

11.4 Annual returns

The annual return, financial and operational statements shall be lodged with relevant regulatory organisations after the end of each financial year in accordance with the requirements of that regulatory organisation.

11.5 Appointment of auditor

- a. At each Annual General Meeting, the members shall appoint a person to be auditor of Encounter Youth. The auditor shall be qualified as an auditor according to the qualifications defined by the Act.
- b. The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- c. If an appointment cannot be made at an Annual General Meeting, the Board shall appoint an auditor for the current financial year.

12. Not-for-profit Requirements

The income and property of Encounter Youth shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, Directors, or trustees of Encounter Youth.

13. Rules

- a. These Rules may be altered (including an alteration to Encounter Youth's name) by special resolution of the members of Encounter Youth. This includes rescission or replacement by substitute rules.
- b. Encounter Youth will advise the Office of Consumer and Business Services, and the Australian

Charities and Not for Profit Commission, in writing of amendments, additions or deletions to the Constitution within twenty-eight [28] days of those changes being made.

- c. The registered Rules shall bind Encounter Youth and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

14. Gift Fund

14.1 Encounter Youth will maintain for its principal purpose, a Gift Fund:

- a. To which gifts of money or property for those purposes are to be made;
- b. To which any money received because of those gifts is to be credited; and
- c. That does not receive any other money or property.

14.2 Encounter Youth must use the Gift Fund for its principal purposes:

- a. Gifts to the Fund; and
- b. Any money received because of those gifts.

15. Winding-up of Encounter Youth

- a. Encounter Youth must be wound up in the manner provided for in the Act.
- b. If after winding up of Encounter Youth, there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to an organisation which has similar objects and rules prohibiting the distribution of its assets and income to its members. Such organisation or organisations shall be identified and determined by a resolution of members in a General Meeting.
- c. If the Gift Fund is wound up or if the endorsement of Encounter Youth as a deductible gift recipient is revoked (whichever occurs first), any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it will be transferred to a fund or institution to which income tax deductible gifts can be made for:
 - i. Gifts of money or property for the principal purpose of the organisation;
 - ii. Contributions made in relations to eligible fundraising event held for the principal purpose of the organisation;
 - iii. Money received by the organisation because of such gifts and contributions.

16. Oppressive or Prejudicial Conduct

16.1 Neither Encounter Youth nor the Board may conduct their affairs in a manner that is oppressive or unfairly prejudicial to, or unfairly discriminatory against, a member or members, in a manner that is contrary to the interests of the members as a whole.

17. Presumption of Validity

17.1 Subject to clause 7.1 all acts of and things done by the Board, or any member of the Board, for or on behalf of Encounter Youth and in good faith, are to be taken to have been validly done notwithstanding that it may afterwards be discovered that some defect or irregularity existed in the manner or circumstances of such act or thing or in the appointment or election of the Board or of any of its members thereof.

18. Commencement, Interpretation and Effect of the Constitution

18.1 Nothing in this Constitution shall affect the force or validity of any act or thing done by Encounter Youth, the Board, and any committee of Encounter Youth or any member prior to any amended Constitution commencing.

18.2 Any question which may arise as to the interpretation or effect of this Constitution or of any other Encounter Youth rules or by-laws made pursuant thereto may be determined by the Board and any such determination is to be final and binding upon the members.

18.3 If any provision of the Constitution is found to be contrary to or inconsistent with the Act or any other applicable Act, regulation or law then this Constitution is to be construed as if that provision had not been included and the remainder is to retain its full force and effect.

18.4 If any circumstances shall arise where this Constitution is silent or is incapable of taking effect or being implemented according to its strict provisions, the Board shall, subject to any direction

from time to time given to it by resolution of the Annual General Meeting or any Special General Meeting, have power to determine what action may be taken to best give effect to the objects of Encounter Youth and ensure its efficient administration, and every act of the Board bona fide resolve upon pursuant to this cause shall be valid and effectual as if specifically authorised herein.