

Constitution

Name

The name of the organisation shall be **WAVERLEY ACTION FOR YOUTH SERVICES (WAYS)**

Objects

- (a) To consider and advance plans calculated to further the welfare safety and well being of young people.
- (b) To relieve as far lies in the power of the Organisation, the bodily and mental distress of the necessitous young people.
- (c) To aid the development of a comprehensive range of youth services.
- (d) To work with existing and potential youth and community groups and services, without interfering with the autonomy of those bodies.
- (e) To assist young people in the relief of poverty, sickness, distress, destitution, helplessness and homelessness.
- (f) To do all such things as may be deemed to promote these objects.
- (g) To conduct a school

Membership

- (a) Application for membership shall be made in writing, signed by the applicant and shall be in such form and contain such requirements as the Management Committee from time to time prescribes.
- (b) As soon as practicable after the receipt of an application for membership, it shall be considered by the Management Committee who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the committee be required to give any reason for the rejection of an applicant.
- (c) A register of members shall be kept showing in respect of each member his/her name, address and the date of commencement of membership.

4. Management

The management of the Organisation shall be vested in a Board of Directors consisting of the office bearers and other members. The Board of Directors shall be empowered to co-opt further persons to its committee and to any sub committees which may be formed by the Board of Directors.

No member of the Board of Directors shall be appointed to any salaried office of the Organisation or any office of the Organisation paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Organisation to any member of the Board of Directors except repayment of out of pocket expenses, interest at a rate not exceeding interest at the rate for the time being charged by Bankers in Sydney for money lent to the Organisation and reasonable and proper rent for premises let to the Organisation.

The Board of Directors shall at all times respect the autonomy of any subcommittee formed to operate any program under the auspices of the Board of Directors.

The role of the Board of Directors shall be to liaise, attract funding, initiate new services/programs and provide support and publicity for existing services managed by the sub-committees.

5. Office Bearers

The Office-Bearers shall consist of the Chairperson, Vice Chairperson, Secretary, Treasurer, Fundraising Coordinator, Events Coordinator and Clinical Supervisor and such other officers as shall be decided by the members of the Organisation at the Annual General Meeting. The members of the Board of Directors shall be elected annually at the Annual General Meeting. The Board of Directors may fill any casual vacancy occurring among the office bearers and the person so appointed to fill the vacancy shall hold the office for the unexpired term of the members so replaced. Office-Bearers shall be elected by the Board of Directors, at its first meeting had after the Annual General Meeting.

6. Proceedings of the Management Committee

- (a) The Board of Directors may meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit. The Chairperson may at any time and the Secretary on the requisition of any two (2) members of the committee convene a meeting of the Board of Directors.

- (b) Questions arising at any meeting of the Committee shall be decided by a majority of votes of those present and a determination by a majority of the members of the Board of Directors present shall for all purposes be a determination of the committee. In case on an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
- (c) The continuing members of the Board of Directors may act notwithstanding any vacancy in the committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum, the continuing member or members may act for the purposes of increasing the number of members of the committee from amongst the members, which they are hereby empowered to do, or of summoning a general meeting of the Organisation, but for no other purpose.
- (d) All Board of Director meetings shall be open to any person.

7. Vacation of Office

The office of a member of the Board of Directors or of a trustee shall become vacant:

- (a) Upon their decease
- (b) If (s)he becomes bankrupt or makes any arrangement or composition with their creditors generally.
- (c) If (s)he becomes mentally ill or a person whose person or estate is liable to be dealt with, in any way under the law relating to mental health.
- (d) If (s)he resigns office by notice in writing to the Organisation.
- (e) If (s)he is absent for more than three (3) months without leave of the Board of Directors from meetings of the Committee held during that period.
- (f) If (s)he ceases to be a member of the Organisation.
- (g) Upon resolution being passed by a two-thirds majority of members present at a properly constituted general meeting specially for the purpose, to remove him/her from office.
- (h) If (s)he holds office of profit under the Organisation.
- (i) If (s)he is directly or indirectly interested in any contract with the Organisation.

8. Financial Year

The financial year shall conclude at 30th June.

9. Annual General Meetings

The Annual General Meeting of members shall be held within 12 months of the end of each financial year, when the Annual Report and the audited financial statements shall be presented.

10. Special General Meetings

Any two members of the Board of Directors may at any time convene a Special General Meeting of the Organisation. Special General Meetings shall also be convened by the Secretary upon written request of not less than five (5) per centum in number of the members of the Organisation and shall be held within a period of one (1) month from the date of receipt of the request.

11. Quorum

At a meeting of members a quorum shall consist of ten (10) members. At a Board of Directors meeting shall consist of four (4) members. Should within half an hour of the time set down for a meeting to commence, a quorum be not present, then the meeting shall be adjourned to the same time and place seven (7) days later or to a place and to a time within one (1) month of the date of such meeting, to be determined thereat. If at such adjourned meeting a quorum be not present, then those members attending shall be deemed to be a quorum, provided, the number of such members is not less than three (3).

Proceedings at General Meetings

- (a) The Chairperson shall preside as Chairperson at every general meeting of the Organisation, but if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting, a simple majority sufficing.
- (b) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall so be directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjournment meeting shall be given as in the case of an original meeting. Save as foresaid it shall not be necessary to give any

notice of an adjournment or of the business to be transacted at an adjourned meeting.

- (c) At any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is (before or on declaration of the result of the show of hands) demanded by the Chairperson or by at least three (3) members present. Unless a poll is so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Organisation shall each be conclusive evidence of the fact without proof of the number of proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- (d) If a poll is duly demanded it shall be taken in such manner and either at once or after at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.

- (e) In the case on an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which a poll is demanded shall be entitled to a second or casting vote.
- (f) Each member present and voting at a general meeting of the Organisation shall have one vote.

13. Notice of Meetings

The Secretary shall give at least seven (7) days notice in writing of all general meetings of the Organisation specifying the place, the day and the hour of the meeting and the general nature of the business to be dealt with at the meeting.

14. Funds

All moneys received by the Organisation shall be deposited intact at the earliest possible date to the credit of the Organisation's bank account. Receipts for moneys received shall be issued promptly.

15. Authorisation of Accounts

All accounts shall be presented to and passed for payment at a Board of Directors meeting and full details of all such approvals shall be entered into the minute book.

16. Audit

- (a) The Auditor or auditors shall be elected at the Annual General meeting. They shall examine all accounts, vouchers, receipts, books etc., and furnish a report thereon to the members at the Annual General Meeting. Audits shall be conducted at regular intervals of not more than twelve (12) Months.
- (b) An auditor shall not be a member or closely relate to a member of the Board of Directors.
- (c) Subject to paragraph (d) hereof notice of the intention to nominate an auditor to replace the current auditor shall be given to the secretary at least twenty one (21) days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current auditor at least seven (7) days before the Annual General Meeting. The current auditor shall be entitled to attend the Annual General Meeting and if s(he) so wishes be heard at such Annual General Meeting.
- (d) Where the current auditor submits his resignation, or notifies the Secretary of his intention not to seek re-election as auditor, paragraph (c) thereof shall not apply.

17. Minutes

The Board of Directors shall cause minutes to be made:

- (a) of all appointments of office-bearers and members of the board of Directors.
- (b) of the names of members of the Board of Directors present at the all meetings of the Organisation.
- (c) of all proceeds at all meetings of the Organisation and of the Board of Directors.

18. Expulsion of Members

A member may be expelled from membership of the Organisation by the Board of Directors, if in the opinion of such Board after affording such member an opportunity of offering the Board of Directors an explanation of his conduct either verbally or in writing as the Committee may decide, the conduct of the member is such as to be detrimental to the best interests of the Organisation provided that:

- (a) Such Expulsion shall not be effective unless it is confirmed by a majority of members present at a Special General Meeting of members convened to consider the expulsion;
- (b) Such Special General Meeting is held within a period of one (1) month from the date of the decision of the Board of Directors to expel the member;
- (c) At such Special General Meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of his conduct verbally or in writing at the option of such member;
- (d) The voting of the Special General Meeting shall be by ballot if not less than five (5) members present thereat shall so demand.
- (e) It shall be in the power of the Board of Directors to exclude such member from participation in the affairs of the Organisation until such Special General Meeting shall be held.

19. Trustee

- (a) Three (3) Trustees shall be elected at a properly constituted general meeting.
- (b) All property of whatever kind belonging to the Organisation shall be vested in the Trustees and they shall have the custody of all deeds and documents of title relating to the property of the Organisation and shall be responsible for the same and shall deal with and dispose of all the property of the Organisation whether real or personal for the time vested in them and the income thereof in accordance with the directions of the Board of Directors provided that such directions are not in violation of the trust upon which the property is held.

20. Dissolution

- (a) The Organisation shall be dissolved in the event of membership less than three (3) persons or upon the vote of a three quarters (3/4) majority of the members present at a Special General Meeting convened to consider such questions.
- (b) If upon the winding up or dissolution of the Association there remains after satisfaction of all of its debts and liabilities, any property or moneys whatsoever, the same shall not be paid to, or distributed amongst members of the Association, but the same shall be given or transferred to some other body having objects similar to those of the Association and by its constituent rules prohibiting the distribution of its income and property amongst its members to an extent as least as

great as is imposed upon the Association, as is determined by the members by majority vote at or before winding up or dissolution, or in default of such determination, by a member of a Court of competent jurisdiction.

21. Amendment of Rules

These rules may be amended by a resolution passed by a two thirds (2/3) majority of the members present at the Annual General Meeting at which notice of the proposed amendment shall have been given or at a Special General Meeting convened for such purposes. Provided that the Minister of the Crown for the time being administering the Charitable Collections Act, 1934, as amended, shall be notified of the amendment and such amendment shall not be effective unless the Minister has signified his approval to such amendment being made.

22. Postal Notice

A notice may be given to any member either personally or by sending it by post to him at his address registered with the Organisation or if he has no registered address to the place of abode of the member last known to the Board of Directors. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter or an envelope containing the notice and to have been effected, in the case of the notice of a meeting, on the day after the date of its posting and in any other case the time at which the letter would be delivered in the ordinary course of post.

23. Non Profit Operation

All moneys and property received or derived in connection with the Association shall be applied solely towards the promotion of the objects of the Association. No portion thereof shall be paid or transferred directly or indirectly by any means whatsoever by way of profit to members of the Association provided that nothing herein shall prevent the payment in good faith to any person, including a member or employee of the Association:

- a) of reasonable and proper remuneration in return for any services actually rendered to the Association;
- b) for goods supplied in the ordinary and usual conduct of the Association;
- c) of interest at rates not exceeding those for the time being prevailing in the community on money borrowed for the objects of the Association; and
- d) of reasonable and proper rent for premises demised or let to the Association for the objects of the Association.