

**WAVERLEY ACTION FOR YOUTH SERVICES Incorporated**  
**CONSTITUTION**

**Part 1: PRELIMINARY MATTERS**

1. Name

The name of the association shall be **WAVERLEY ACTION FOR YOUTH SERVICES INCORPORATED (“WAYS”)**, an incorporated association in NSW under the Associations Incorporation Act 2009.

2. Definitions

(1) In this constitution:

***the Act*** means the Associations Incorporation Act 2009 as amended;

***the Regulation*** means the Associations Incorporation Regulation 2016 as amended;

(2) In this constitution:

***annual general meeting*** means the annual general meeting of the association;

***board*** means the board of the association having management of the business of the association;

***board meeting*** means a meeting of the board;

***board member*** means a member who is duly elected, appointed or co-opted as a member of the board;

***chairperson*** means the person presiding over a board meeting, committee meeting or general meeting of the association;

***committee*** means a committee of the board duly established by the board;

***committee meeting*** means a meeting of a committee;

***committee member*** means a person (who need not be a member) and who is duly appointed as a member of a committee;

***financial year*** means the twelve month period commencing each year on 1 July and ending on the following 30 June;

**general meeting** means a general meeting of the members of the association duly convened and includes an annual general meeting and a special general meeting;

**life member** means a person appointed a life member of the association by the board;

**member** means a member of the association;

**ordinary board member** means a board member who is not an office bearer of the association;

**office bearer** means the president, the vice-president, the secretary and the treasurer of the association;

**register** means the register of members of the association

**special general meeting** means a general meeting of the members of the association duly convened being a general meeting other than an annual general meeting;

**special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting in person to vote in favour of the resolution.

### 3. Objects

The objects of the association are:

- (a) To consider and advance plans calculated to further the welfare, safety and wellbeing of young people and their families;
- (b) To aid the development of a comprehensive range of services for young people and their families;
- (c) To relieve the bodily and mental distress of necessitous young people and their families;
- (d) To assist young people and their families in the relief of poverty, sickness, distress, suffering, destitution, disability, helplessness and homelessness;
- (e) To advance education including the conduct of schools and training organisations;
- (f) To work with existing and potential youth and community groups and services; and
- (g) To do all such other things as are conducive or incidental to the attainment of the above objects or any of them.

## Part 2: MEMBERSHIP

### 4. Membership Generally

A person is eligible to be a member of the association if:

- (a) the person is a natural person aged 18 years or over, and
- (b) the person has applied and been approved for membership of the association in accordance with this constitution.

5. Application for Membership

- (1) Application for membership shall be made in writing (including by email or other electronic means, if the board so determines), signed by the applicant and shall be in such form and contain such requirements as the board from time to time prescribes.
- (2) As soon as practicable after the receipt of an application for membership, it shall be considered by the board who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the board be required to give any reason for the rejection of an applicant.

6. Life Membership

The board may confer life membership on any current or past member on such terms as it thinks fit. Life members may vote at a general meeting and shall have other rights as determined by the board.

7. Cessation of Membership

(1) A person ceases to be a member if the person:

- (a) dies;
- (b) resigns membership;
- (c) is expelled from the association; or
- (d) fails to pay the membership entrance fee or the annual membership fee) within three months after the fee is due.

(2) Resignations shall be made in writing (including by email or other electronic means, if the board so determines), signed by the applicant and shall be in such form and contain such requirements as the board from time to time prescribes.

8. Register of Members

A register of members shall be kept showing:

- (a) in respect of each member that member's name, address, email address, the date of commencement of membership, and if the member is a life member, a note to that effect; and

(b) in respect of each former member, the date of cessation of membership.

9. Membership Fees

- (1) The board shall determine from time to time the amount of a membership entrance fee payable on admission to membership.
- (2) The board shall determine from time to time the amount of a membership fee payable annually in addition to any membership entrance fee.
- (3) The rights of a member (including the right to vote) who has not paid the annual membership fee by the due date are suspended until the outstanding membership fee is paid.

10. Disciplining of Members

- (1) A complaint may be made to the board by any person that a member of the association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the board decides to deal with the complaint, the board:
  - (a) must cause notice of the complaint to be served on the member concerned;
  - (b) must give the member at least fourteen days from the time the notice is served within which to make submissions (either verbally or in writing as the board may decide) to the board in connection with the complaint; and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.

## 11. Right of Appeal of Disciplined Member

- (1) A member may appeal to the association in general meeting against a resolution of the board of expulsion or suspension under clause 10, within fourteen days after notice of the resolution is served on the member, by lodging with the secretary a notice of appeal to that effect.
- (2) The notice of appeal must be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice of appeal from a member, the secretary must notify the board, which is to convene a special general meeting of the association to be held within two months after the date on which the secretary received the notice of appeal.
- (4) At a special general meeting convened under subclause (3) of this clause:
  - (a) no business other than the question of the proposed expulsion or suspension of the member is to be transacted;
  - (b) the board and the member must be given the opportunity to state their respective cases verbally or in writing, or both;
  - (c) the members present are to vote by secret ballot on the question of whether the board's resolution of expulsion or suspension should be confirmed or revoked; and .
  - (d) the appeal is to be determined by a simple majority of the members present and voting.
- (5) It shall be in the power of the board to exclude such member from participation in the affairs of the association until such special general meeting shall be held.

## 12. Grievance Procedure

- (1) A dispute between a member and another member (in their capacity as members of the association), or a dispute between a member and the board, or a dispute between a member and the association, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983 provided that a member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure against such member until such disciplinary procedure has been completed.
- (2) If a dispute is not resolved by mediation within three months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

### **Part 3: BOARD**

#### **13. Powers of the Board**

- (1) The management of the association shall be vested in a board.
- (2) The board:
  - (a) is to control and manage the affairs of the association;
  - (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting;
  - (c) has power to perform all the acts and do all things that appear to the board to be necessary or desirable for the proper management of the affairs of the association including, without limitation:
    - (i) appointing and removing staff; and
    - (ii) establishing committees consisting of persons (whether members or not and including the president ex officio) with terms of reference it considers appropriate: and
- (c) may co-opt further persons to the board and to any committees which may be established by the board.

#### **14. Delegation by the Board to a Committee**

- (1) The board may form committees consisting of one or more people.
- (2) The board may, by instrument in writing, delegate to one or more committees (consisting of such people as the board thinks fit) the exercise of any of the functions of the board that are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the board by the Act or by any other law.
- (3) A function the exercise of which has been delegated to a committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- (4) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.

- (5) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (6) Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by a committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the board or any committee.
- (7) Any act or thing done or suffered, or purporting to have been done or suffered, by a committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the board.
- (8) The board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (9) -committee may meet and adjourn as it thinks proper.

#### 15. Membership of the Board

(1) The board consists of:

(a) the office bearers being:

(i) a president (who shall be the chairperson of all board meetings, committee meetings and general meetings);

(ii) a vice-president (who shall be the vice-chairperson of all board meetings, committee meetings and general meetings);

(iii) a secretary; and

(iv) a treasurer;

(b) at least three ordinary board members; and

(c) the immediate past president ex officio.

each of whom (except the immediate past president) is to be elected at the annual general meeting.

(2) Each board member is to hold office until immediately before the election of board members at the annual general meeting next following the date of the board member's election, and is eligible for re-election without limitation as to the number of consecutive terms.

(3) The board may fill any casual vacancy occurring among the board members and the person so appointed to fill the vacancy shall hold the office for the unexpired term of the board member so replaced.

#### 16. Vacation of Office

The office of a board member shall become vacant and a casual vacancy created if that board member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) becomes a mentally incapacitated person;
- (d) resigns office by notice in writing to the association;
- (e) is absent for three board meetings without leave of the board;
- (f) ceases to be a member of the association;
- (g) is removed from office by resolution at a general meeting;
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months; or
- (i) is prohibited from being a director of a company under Part 2D.6 (disqualification from managing corporations) of the Corporations Act 2001 (Cth);

#### 17. Removal of Board Members

- (1) The association in general meeting may by resolution remove any board member from the office of board member before the expiration of the board member's term of office.
- (2) If a board member to whom a proposed resolution referred to in subclause (1) of this clause relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, such board member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

#### 18. Proceedings of the Board

- (1) The board may meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit.
- (2) The chairperson may at any time, and the secretary on the requisition of any two board members shall, convene a board meeting.

- (3) Questions arising at any board meeting or committee meeting shall be decided by a majority of votes of those present and a determination by a majority of the board or a committee present shall for all purposes be a determination of the board or of a committee. In case of an equality of votes, the chairperson shall have a second or casting vote.
- (4) Voting by proxy is permitted at board meetings.
- (5) All board meetings shall be held in camera.

19. Quorum of the Board

- (1) At a board meeting a quorum shall consist of four board members.
- (2) If at any time the number of board members is less than the number required to constitute a quorum for a board meeting, the continuing board member or members may appoint a sufficient number of members of the association as board members to enable the quorum to be constituted.
- (3) A board member so appointed is to hold office until the annual general meeting next following the date of the appointment.
- (4) This clause does not apply to the filling of a casual vacancy or to the co-opting of board members.

20. Notice of Board Meetings

- (1) Verbal or written notice of a board meeting stating the date, time and place of the meeting must be given to each board member at least forty-eight hours (or any other period that may be unanimously agreed on by the board members) before the time appointed for the holding of the meeting.
- (2) In cases of urgency, a board meeting can be held without the usual notice being given provided that as much notice as practicable is given to each board member by the quickest means practicable.

21. Minutes of Board Meetings

The board shall cause minutes to be made of:

- (a) all appointments of all members of the board;
- (b) the names of board members present at all board meetings
- (c) all proceedings at board meetings.

**Part 4: GENERAL MEETINGS**

22. Annual General Meetings

The annual general meeting of members shall be held within six months of the end of each financial year, when the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting shall be confirmed, the annual report and the audited financial statements shall be presented, the board members shall be elected and any other business of which due notice has been given shall be conducted.

### 23. Special General Meetings

Special general meetings shall be convened when:

- (a) the board thinks fit,
- (b) any three board members wish to convene a special general meeting, and
- (c) not less than ten per centum in number of the members so request the secretary in writing for such meeting and stating the business to be considered at such meeting and any resolutions to be proposed in which case such meeting shall be held within a period of one month from the date of receipt of the request.

### 24. Notice of General Meetings

- (1) Subject to subclause (2) of this clause, at least seven days' notice in writing of all general meetings shall be given to each member specifying the place, date and time of such meeting and the general nature of the business to be dealt with at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution, at least twenty-one days' notice of such meeting shall be given to each member specifying, in addition to the matters required under subclause (1) of this clause, the proposed special resolution in full and the intention to propose such resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 21.

### 25. Quorum at General Meetings

- (1) At a general meeting a quorum shall consist of ten members.
- (2) Should within half an hour of the time set down for a general meeting to commence, a quorum be not present, then:
  - (a) if convened on the requisition of members: such general meeting is to be dissolved, and
  - (b) in any other case: such general meeting shall be adjourned to the same time and place seven days later or to a place and to a time within one month of the date of such general meeting, to be determined thereat.
- (3) 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.

## 26. Proceedings at General Meetings

- (1) At all board meetings, committee meetings and general meetings:
  - (a) the president or, in the president's absence, the vice-president is to preside, or
  - (b) if the president and the vice-president are both absent or unwilling to act, one of the remaining board members chosen by the board members present at the meeting is to preside, or
  - (c) if no board members are present or willing to act at a general meeting, then the members present shall elect one of their number to be chairperson of such meeting, a simple majority sufficing.
  
- (2) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the general meeting, adjourn the meeting from time to time and from place to place but no business shall be conducted on the resumption of an adjourned general meeting other than the business that remained unfinished when the general meeting was adjourned. When a meeting is adjourned for thirty days or more, notice of the adjourned general meeting shall be given as in the case of an original general meeting. Save as foresaid it shall not be necessary to give any notice of an adjourned general meeting or of the business to be transacted at an adjourned general meeting.
  
- (3) 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 five 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 minute book of the association shall each be conclusive evidence of such

fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

- (4) If a poll is duly demanded it shall be taken in such manner and either 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.
- (5) A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.
- (6) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (7) Each member present and voting at a general meeting shall have one vote. Proxy voting is not permitted at general meetings. A member is not entitled to vote at any general meeting unless all money due and payable by the member to the association has been paid.

## 27. Minutes of General Meetings

The board shall cause minutes to be made of:

- (d) the names of members present at all general meetings; and
- (e) all proceedings at general meetings.

## **Part 5: FINANCIAL MATTERS**

### 28. Insurance

The association may effect and maintain insurance.

### 29. Source of Funds

- (1) The funds of the association are to be derived from entrance fees, annual membership fees, donations, fund-raising activities, grants, interest and any other sources approved by the board.

- (2) The association must open an account with an authorised financial institution into which all of the association's funds are deposited and from which all expenditure of the association is made
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### 30. Management of Funds

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorised signatories.

### 31. Financial Records

The association must keep financial records that:

- (a) correctly record and explain its transactions, financial position and performance;
- (b) enable financial statements to be prepared as required by the Act; and
- (c) enable the financial records and financial statements to be audited.

### 31. Audit

- (a) The auditor shall be elected at the annual general meeting and shall every financial year furnish an audit report to the members at the annual general meeting.
- (b) The auditor shall not be a member or closely related to a board member.
- (c) Subject to subclause (d) of this clause, notice of the intention to nominate an auditor to replace the current auditor shall be given to the secretary at least twenty one days before the annual general meeting. The secretary shall send a copy of the nomination to the current auditor at least seven days before the annual general meeting. The current auditor shall be entitled to attend the annual general meeting and shall be heard at such annual general meeting if the current auditor so desires.

(d) Where the current auditor submits his resignation, or notifies the secretary of his intention not to seek re-election as auditor, subclause (c) of this clause shall not apply..

### 33. Non-Profit Operation

- (1) Subject to the Act and the Regulation, the association must apply its funds, assets and surpluses solely in pursuance of the objects of the association in the manner that the board determines.
- (2) No portion thereof shall be paid or transferred directly or indirectly by any means whatsoever by way of profit to members nor shall a board member be paid any fees for serving on the board provided that nothing herein shall prevent the payment in good faith to any person, including a member, board 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 on money borrowed from any member at rates not exceeding those for the time being prevailing in the community on money borrowed for the objects of the association;
  - (d) of reasonable and proper rent for premises demised or let to the association by any member of the association for the objects of the association; and
  - (e) for the reimbursement of out-of-pocket expenses properly incurred on behalf of the association by a board member in carrying out the duties of a board member.

### 34. Winding Up

- (a) The association shall be dissolved in the event of membership less than three persons or upon the vote of a three quarters 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 and the costs, charges and expenses of the winding up of the association, any surplus property or moneys whatsoever, such surplus shall not be paid to, or distributed amongst members of the association, but such surplus 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 court of competent jurisdiction.

- (c) The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, due and payable by the member to the association.

## **Part 6: GENERAL MATTERS**

### **35. Service of Notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the member at the address recorded for the member on the register, or
  - (c) by sending it by email or facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by email or facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **36. Postal or Electronic Ballots**

- (1) The association, the board or a committee may hold a postal or electronic ballot (as the board determines) to determine any issue or proposal (other than with regard to a disciplinary procedure).

- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### 37. Custody and Inspection of Records

- (1) Custody of books etc
- (2) All records, books and other documents relating to the association must be kept at the main premises of the association.
- (3) Members may on request and at a reasonable time inspect free of charge any of the following documents:
  - (a) this constitution,
  - (b) the register,
  - (c) minutes of all general meetings
  - (d) the annual report of the association, and
  - (e) subject to subclause (3) of this clause, records, books and other financial documents of the association including minutes of all board meetings and committee meetings.
- (4) Members may obtain a copy of any of the documents referred to in subclause (1) of this clause on payment of a fee of not more than \$1 for each page copied.
- (5) The board may refuse to permit a member to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

### 38. Use of Technology at Meetings

- (1) General meetings, committee meetings and board meetings may be held at two or more venues using any technology approved by the board that:
  - (a) enables each of the board members and committee members to clearly and simultaneously communicate with each other, and
  - (b) gives each of the members of the association a reasonable opportunity to participate.
- (2) Board members and committee members who participate in a board meeting or a committee meeting, and members of the association who participate in a general meeting, using that technology are taken to be present at such meetings and, if such people vote at such meetings, are taken to have voted in person.

### 39. Amendment of Constitution

This constitution may be amended by special resolution.