

Constitution of the Glebe Youth Service Incorporated

1. Name

The name of the association is The Glebe Youth Service Incorporated (referred to in these rules as "GYS").

2. Objects

2.1 In this objects clause, "young people" means young people who are 12 to 24 years of age (inclusive), but primarily those 12 - 17 years of age (inclusive), who live in and/or attend school or frequent the suburb of Glebe and who are disadvantaged (at risk of poverty, sickness, suffering, distress, misfortune, disability or helplessness).

2.2 The objects of GYS are:

- a) To provide community services to young people to reduce the effects of being disadvantaged;
- b) To assist individuals and groups of young people to access appropriate resources effectively and take action to meet their needs;
- c) To encourage young people to be involved in planning and developing all activities of GYS;
- d) To inform, educate and resource the local community about young people and their issues and concerns with a view to building community support for, and participation in, initiatives to improve the quality of life for young people;
- e) To develop formal and informal networks with Government and non - government agencies in the metropolitan area for the purpose of developing and implementing strategies in the local community to assist young people who are disadvantaged;
- f) To support and work with a range of organisations, workers and decision-makers to assist in the coordination of services to young people at risk of poverty, sickness, suffering, distress, misfortune, disability or helplessness.

3. Membership

3.1 The members of GYS shall be the members immediately before the adoption of these rules, together with such other individuals as the Management Committee admits to membership.

3.2 Membership is open to all individuals, except paid staff, who are at least 12 years of age and who support the objects, and accept the rules, of GYS.

3.3 Individuals wishing to become members of GYS must apply in writing to the Management Committee. The application must be forwarded to the next available Management Committee meeting.

3.4 The Management Committee shall determine whether or not to accept an application for membership.

3.5 Membership shall cease upon resignation, expulsion, or employment by GYS.

3.6 The Public Officer shall keep a register of the members (see clause 11.7)

4. Members' liability

The members of GYS shall have no liability to contribute towards the payment of debts and liabilities of GYS or the costs, charges and expenses of the winding up of GYS.

5. Disciplining of members

5.1 The Management Committee may, by resolution, expel a member from membership of GYS, or may suspend the member from membership for a specified period, if in the opinion of the Management Committee, the member:

- a) has persistently refused or neglected to comply with provision or provisions of these rules;
or
- b) has acted in a manner prejudicial to the interests of GYS.

5.2 Every effort shall be made to resolve issues of member discipline through informal discussion and negotiation before implementing formal disciplinary procedures.

5.3 The Management Committee shall not resolve to expel or suspend a member from membership without affording the member an opportunity of offering an explanation.

5.4 A resolution to expel or suspend a member from membership must be approved by at least a three-quarters (3/4) majority of the members of the Management Committee present and voting at the meeting at which the resolution is moved.

5.5 Where the Management Committee passes a resolution to expel or suspend a member from membership, the secretary shall notify the member in writing of the terms of the resolution and the grounds on which it is based.

5.6 The disciplined member may appeal at the next general meeting of GYS against a resolution of the Management Committee to expel or suspend him/her from membership. The disciplined member must notify the secretary in writing that he/she intends to appeal against the resolution. The disciplined member may attend and speak at the general meeting at which the appeal is heard and may also submit written representations relating to the resolution. The members of GYS present and entitled to vote at the general meeting shall vote on the question of whether the resolution shall be confirmed or revoked. Written proxy votes shall be accepted as per proxy clause 8.9.

6. Disputes between members

6.1 In the event of a dispute arising between members (in their capacity as members), or between a member and GYS, or a member and the Management Committee, the following procedures shall apply.

6.2 Each side of the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.

6.3 Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute shall be referred to a person mutually agreed upon for mediation.

6.4 If the dispute is not resolved by the above procedures it shall be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

7. Management Committee

7.1 GYS shall have its affairs controlled and managed by the Management Committee, which shall act in accordance with any resolution passed by a general meeting of GYS.

7.2 The Management Committee shall consist of a minimum of four and a maximum of 11 elected members, including a chairperson, vice chairperson, secretary and treasurer (the "office bearers"). If membership of the Management Committee falls below the minimum, it shall be dissolved and a General Meeting called to elect a new Management Committee.

7.3 GYS shall actively seek representation from young people, local residents, local business people and the youth sector. Membership of the Management Committee shall aim to be reflective of the demographics of the area. The Members of the Management Committee shall endeavour to represent the views and needs of the GYS target group.

7.4 The Management Committee shall be elected at each annual General Meeting.

7.5 To be eligible for election to the Management Committee, a person must have been a member of GYS for at least three months immediately prior to their election.

7.6 The Management Committee may choose to appoint a representative of any government agency or other organisation or individual that or who provides support to GYS, to the Management Committee as an ex officio member. Such ex officio members are not required to have been members of GYS prior to their appointment. An ex officio member may be represented by another person from their organisation at meetings of the Management Committee. Ex officio members do not have the right to vote. Ex officio members may be appointed additional to the maximum of 11 elected members.

7.7 At its first meeting after the annual general meeting, the Management Committee shall elect from among its members a chairperson, vice-chairperson, secretary and treasurer, for a term of one year expiring at the next annual general meeting.

7.8 A casual vacancy occurs in the Management Committee if a member of the Management Committee dies, ceases to be a member of GYS, resigns office by notice in writing given to the secretary, becomes insolvent under administration within the meaning of the Corporations Law, is removed from office in accordance with these rules, becomes a mentally incapacitated person, or is absent from 3 successive Management Committee meetings without the approval of the Management Committee

7.9 The Management Committee may appoint a member of GYS to fill a casual vacancy on the Management Committee, provided that person has been a member of GYS for at least three months. Before being appointed to a casual vacancy, a member must attend three meetings of the Management Committee as a non-voting observer.

7.10 Where a vacancy occurs in the position of an office bearer, the Management Committee may appoint a current member of the Management Committee to fill the vacant office bearer position.

- 7.11 Each member of the Management Committee shall hold office from the date of their election or appointment until the next annual general meeting.
- 7.12 Retiring Management Committee members are eligible for re-election.
- 7.13 The Management Committee shall meet as often as necessary to conduct the business of GYS and not less than 6 times a year.
- 7.14 The Management Committee may form subcommittees which shall elect their own chairperson and shall have the right to co-opt other people who may or may not be members of GYS. . The terms of reference of a subcommittee shall be determined by the Management Committee. The decisions of sub-committees must be brought to the Management Committee for approval, unless the Management Committee has previously delegated specific authorities to the sub-committee.
- 7.15 The quorum for meetings of the Management Committee shall be 3 members (over 18 years of age) of the Management Committee (whether office bearers or ordinary members) present in person.
- 7.16 Meetings of the Management Committee shall be open to any member or prospective member of GYS, provided that the Management Committee may resolve to exclude non-members of the Management Committee by moving in camera.
- 7.17 Except as otherwise provided in this Constitution, questions arising at any meeting of the Management Committee shall be decided by a majority of members of the Management Committee present and voting. In case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
- 7.18 Dates for regular meetings of the Management Committee shall be set as soon as possible after the AGM. Additional meetings of the Management Committee may be convened by the Chairperson or any two members of the Management Committee.
- 7.19 Subject to cl. 7.20, written notice of all Management Committee meetings shall be provided to all members of the Management Committee no less than 4 working days prior to the meeting.
- 7.20. An emergency meeting of the Management Committee may be convened by the Chairperson or by any two members of the Management Committee by giving one day's written or verbal notice to all members of the Management Committee. The notice shall inform members of specific items of business to be dealt with at the emergency meeting. The emergency meeting shall not deal with any business except that which was previously notified to members. Quorum for emergency meetings shall be the same as for ordinary meetings of the Management Committee. Minutes of the emergency meeting shall be made available to all members of the Management Committee and shall be tabled at the next scheduled meeting.
- 7.21 If within half an hour of the time appointed for a Management Committee meeting a quorum is not present, the meeting shall be dissolved.
- 7.22 A member of the Management Committee shall not be appointed to any salaried position of GYS. No remuneration or other benefit in money or moneys worth shall be given to any members of the Management Committee for Management Committee activities, except repayment of out-of-pocket expenses which have been approved by the Management Committee. Where a member of the Management Committee is offered contract work in connection with GYS operations, the

Management Committee must approve the contract in advance and the contractor must advise members at each Annual General meeting of their contractual involvement with GYS.

- 7.23 As a mark of respect and gratitude the annual general meeting may, by special resolution, elect a past Management Committee member to the position of Emeritus Chair. The position shall be one without voting rights. The position will require a vote for renewal every five years.

8. General meetings

- 8.1 An annual general meeting of GYS shall be held each year within 6 months of the end of the financial year of GYS.
- 8.2 The Management Committee may, whenever it thinks fit, convene a general meeting of GYS. A general meeting must be convened by the Management Committee within three months of receiving a written request to do so signed by at least 5 per cent of the membership of GYS.
- 8.3 Members who have items of business they wish to be considered at a general meeting shall give written notice of such business to the secretary. The secretary shall include that business in the next notice calling a general meeting.
- 8.4 At least 14 days' notice of all general meetings, elections and notices of motion shall be given to members. In the case of general meetings where a special resolution is to be proposed as per cl. 10, notice of the resolution shall be given to members at least 21 days before the meeting. Written notice of all general meetings shall be given to members either personally or by post, fax or in electronic form.
- 8.5 In the case of the annual general meeting the following business shall be transacted:
- a) confirmation of the minutes of the last annual general meeting and the most recent special general meeting (if any) since the last annual general meeting;
 - b) receipt of the Management Committee's report upon the activities of GYS in the last financial year;
 - c) election of members of the Management Committee as required by clause 7;
 - d) receipt and consideration of a statement from the Management Committee which is not misleading and gives a true and fair view for the last financial year of GYS:
 - * income and expenditure
 - * assets and liabilities
 - * mortgages, charges and other securities
 - * trust properties.
- 8.6 The quorum for a general meeting shall be 5 members who are entitled to vote at the general meeting and who are present in person. If within half an hour of the time appointed for the commencement of a general meeting a quorum is not present, the meeting will stand adjourned and be reconvened one week later at the same time and location unless otherwise specified at the time of the adjournment.

- 8.7 Except as provided in cl.8.16, voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority of those entitled to vote, In the case of an equality of votes, the person appointed to chair the general meeting shall have a second or casting vote. Written proxy votes shall be accepted as per proxy clause 8.9.
- 8.8 A member is not entitled to vote at a general meeting unless he/she has been a member of GYS for a period of at least 3 months ending immediately before the start of the general meeting.
- 8.9 Each member is entitled to appoint another member as proxy by notice given to the secretary or delivered to the nominated postal address no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. No member may hold more than 5 proxy votes.-
- 8.10 Nominations of candidates for election as members of the Management Committee must be made in writing or on the prescribed form, signed by two members of GYS and accompanied by the written consent of the candidate.
- 8.11 At the Annual General Meeting, members shall elect a Returning Officer for the conduct of the election of the Management Committee.
- 8.12 If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 8.13 If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
- 8.14 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 8.15 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 8.16 Where a ballot for the election of the Management Committee is required, it shall be conducted by secret ballot. In the case of an equality of votes, those candidates with the highest number of votes shall be declared elected and a further secret ballot shall be conducted to decide the remaining positions.

9. Office bearers

- 9.1 The chairperson or, in the chairperson's absence, the vice chairperson shall chair each general meeting and Management Committee meeting.
- 9.2 If the chairperson and vice chairperson are absent from a meeting or unwilling to act, or if there is no chairperson or vice chairperson, the members present at the meeting shall elect one of their number to chair the meeting.
- 9.3 The secretary shall keep:
- a) a record of the names of members present at a Management Committee meeting or a general meeting; and
 - b) minutes of all Management Committee meetings and general meetings.

These records and minutes shall be kept in a secure location at GYS offices, or in such other secure location as the Management Committee shall direct, and shall be available for inspection, free of charge, by a member of GYS at any reasonable hour.

- 9.4 Minutes of the Management Committee meetings and general meetings must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 9.5 The treasurer shall ensure that all money received by GYS is paid into an account in GYS' name. Payments shall be made through a petty cash system or by a cheque signed by two signatories or by direct credit transfer authorised by two signatories appointed by the Management Committee. Any single expenditure in excess of \$2000 must be authorised in advance by the Management Committee or a general meeting.
- 9.6 The treasurer shall ensure that correct books and accounts are kept showing the financial affairs of GYS. These records shall be available for inspection, with 14 days notice, to any member of GYS on written request to the treasurer. The treasurer shall report on the financial affairs of GYS to the Management Committee.

10. Special resolutions

- 10.1 A special resolution must be passed by a general meeting of GYS to effect the following changes:
 - a) a change of GYS' name;
 - b) a change of GYS' rules;
 - c) a change of GYS' objects;
 - d) an amalgamation with another incorporated association;
 - e) to voluntarily wind up GYS and distribute its property;
 - f) to apply for registration as a company or a co-operative.
- 10.2 A special resolution shall be passed in the following manner:
 - a) a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
 - b) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
 - c) a quorum must be present at the meeting; and
 - d) at least three-quarters majority of those present and entitled to vote (in person or by proxy) must vote in favour of the resolution.
- 10.3 If it is not possible or practicable for a resolution to be passed as described above (eg if GYS wishes to put the special resolution to members by way of a postal ballot) a request may be made to the [Registry of Co-operatives & Associations](#) for permission to pass the resolution in a manner that suits the situation of GYS.

11. Public Officer

- 11.1 The Management Committee shall ensure that a person is appointed as public officer.
- 11.2 The Management Committee may at any time remove the public officer and appoint a new public officer provided the person appointed is 18 years of age or older and a resident of New South Wales.

- 11.3 The public officer may be a member of the Management Committee, or any other person regarded as suitable for the position by the Management Committee.
- 11.4 The public officer shall be deemed to have vacated the position in the following circumstances:
- a) death;
 - b) resignation;
 - c) removal by the Management Committee or at a general meeting;
 - d) bankruptcy or financial insolvency;
 - e) mental illness or incapacity or;
 - f) residency outside New South Wales.
- 11.5 When a vacancy occurs in the position of public officer, the Management Committee shall within 14 days notify the Office of Fair Trading by the prescribed form and appoint a new public officer.
- 11.6 The public officer is required to notify the Office of Fair Trading by the prescribed form in the following circumstances:
- a) appointment (within 14 days)
 - b) a change of residential address (within 14 days)
 - c) a change in GYS' objects or rules (within one month)
 - d) of GYS' financial affairs (within one month after the annual general meeting)
 - e) a change in GYS' name (within one month).
- 11.7 The public officer shall establish and maintain a register of the members of GYS The register must:
- a) contain the name and residential address of each member, the date on which they became a member, and, if appropriate, the date of cessation of membership;
 - b) be updated within one month of any change taking place; and
 - c) be kept in a secure location at GYS offices or in such other secure location as the Management Committee may direct, and be made available for inspection by any person, free of charge, at any reasonable hour.
- 11.8 The public officer shall also establish and maintain a register of the members of the Management Committee. The register must:
- a) contain the name and residential address of each member, the date on which they became a member, and, if appropriate, the date of cessation of membership;
 - b) be updated within one month of any change taking place; and
 - c) be kept in a secure location at GYS offices or in such other secure location as the Management Committee may direct, and be made available for inspection by any person, free of charge, at any reasonable hour.

12. Audit

- 12.1 The Auditor shall be elected at a Management Committee meeting. The Auditor 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 the end of each financial year.
- 12.2 The Auditor shall not be a member of GYS or a relative or a business partner or associate of a member.

13. Miscellaneous

- 13.1 The financial year of GYS runs from July 1 to June 30 in the following calendar year, or such other period as the Management Committee determines.
- 13.2 The common seal of GYS shall be kept in a secure location at GYS offices or in such other secure location as the Management Committee may direct and shall only be affixed to a document with the approval of the Management Committee. The stamping of the common seal shall be witnessed by the signatures of two members of the Management Committee.
- 13.3 Service of documents on GYS is effected by serving them on the public officer or by serving them personally on any 2 members of the Management Committee.
- 13.4 Notices sent by post shall be deemed to have been received 2 days after the date of posting.
- 13.5 The funds of GYS shall be derived from donations, grants and such other sources approved by GYS.
- 13.6 If GYS is wound up or has its incorporation cancelled, any surplus property remaining after satisfaction of all debts and liabilities shall be handed over to an organisation which has similar objects and which is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth Tax Act.
- 13.7 The income and property of GYS shall be used only for promotion of the objects of GYS and shall not be distributed directly or indirectly to members except as a bona fide compensation for services rendered or expenses incurred on behalf of GYS.
- 13.8 GYS shall effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the association.