

ALBANY YOUTH SUPPORT ASSOCIATION CONSTITUTION

1. NAME AND INTERPRETATIONS

The name of the association shall be Albany Youth Support Association Incorporated and shall hereinafter be referred to as “the Association”.

2. DEFINITIONS

In these rules, unless the contrary appears:

“Association” means Albany Youth Support Association Incorporated

“Young People” means young people aged 15 to 25 years

“Member” shall mean member of the Association

“Annual General Meeting” shall mean the meeting required by this constitution to be held once in each calendar year after the termination of the financial year

“Financial Year” shall mean the period commencing on the first day of July in each year, and ending on the thirtieth day of June in the following year

“Board of Management” shall mean the Board of Management elected pursuant to this constitution

“Special General Meeting” shall mean any meeting convened by the Board of Management or on the requisition of the members as provided by the Constitution

“The Act” means the Associations Incorporation Act 1987

“Ex-officio” means a member of the Board of Management who is not entitled to vote

“Committee” shall mean Board of Management

2. OBJECTS OF THE ASSOCIATION

The objects of the Association shall be:

- 2.1 Managing and operating crisis and supported accommodation for young people.
- 2.2 Identifying the areas where preventative programs need to be applied and facilitating such action as is required.
- 2.3 Acting as a bridge between young people and available resources and services within the community.
- 2.4 Working in harmony with other agencies and organisations whose objectives are compatible.

- 2.5 Promoting and facilitating research into the needs and lifestyles of young people, with special emphasis on those young persons contacted in street work/detached youth work programs.
- 2.6 Facilitating communication of ideas from the youth to the community.
- 2.7 Undertaking all such acts as are conducive to the furtherance of the above objects.
- 2.8 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

3. POWERS

The powers conferred on the Association by Section 13 of the Act are subject to the following additions, exclusions or modifications:

- 3.1 To do all such things as are necessary, incidental or conducive to the attainment of the objects as stated above.
- 3.2 Cause all monies received to be paid into an account authorised by the Board of Management in the name of the Association.
- 3.3 Cause records to be kept of receipts and payments and other financial transactions, which records shall be available for inspection by any member.
- 3.4 Cause to be prepared budgets and financial statements and shall submit a report on the finances to each General Meeting.
- 3.5 Present audited accounts to the Annual General Meeting.
- 3.6 Buy, sell, lease, hire, mortgage, charge and otherwise deal with real and personal estate as is required to attain the above objects.

4. MEMBERSHIP

- 4.1 Membership is open to individuals or organisations who have an interest in youth affairs.
- 4.2 Every member shall be bound by, and have the benefit of, this Constitution and any rules and orders of by-laws made under it.
- 4.3 Any persons desirous of becoming a member of the Association shall submit their names at any meeting of the Board of Management. The annual subscriptions of an ordinary member shall be such amount as determined by the Board of Management from time to time.
- 4.4 Any person rendering significant service to the Association in the promotion of its aims and objectives shall be eligible for election at an Annual General Meeting of the Association as Honorary Life Member of the Association; and any person who has rendered service or by virtue of his/her position has assisted in the promotion of the Association's work shall be eligible for election at an Annual General Meeting of the Association as an Honorary member of the Association.

- 4.5 A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee member ceases on that delivery to be a member.
- 4.6 A person who ceases to be a member under subrule 5 remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

5. AFFILIATIONS

- 5.1 Subject to any direction by a general meeting of the Association, the annual subscription for organisations, department, clubs, groups, or associations shall be such amount or amounts as determined by the Board of Management, from time to time.
- 5.2 Affiliation shall be granted on the express condition that the organisation or individual applying for affiliation shall agree to strictly adhere to and observe the Constitution of the Association and the Association or Board of Management may refuse or decline any application whereupon the affiliation fee shall be returned.

6. REGISTER OF MEMBERS

The Secretary of the Association shall keep a register of all members and persons with the privileges of members and of the affiliated organisations for the time being attached to the Association, and no name shall be entered thereon or removed therefrom, save on the authority of the Association or the Board of Management.

7. NON-PAYMENT OF SUBSCRIPTION

Any member or affiliated body whose subscription is not paid on or before the Annual General Meeting in each year without any formal demand having been made therefore shall lose the privileges of membership if the subscription is not paid within one month of such member or affiliated body being given written notice of its election to membership.

8. EXPULSION OF MEMBERS

Any member wilfully infringing on this constitution, or who is guilty of conduct which, in the opinion of the Association or the Board of Management, is injurious to the character and interests of the Association, or who is implicated in any occurrence injurious to the welfare of the Association shall be liable to be disciplined by having his/her membership revoked by a majority of at least two thirds of the membership present.

9. THE BOARD OF MANAGEMENT

- 9.1 The affairs of the Association shall be managed exclusively by a Committee of Management consisting of:
- (a) Chairperson
 - (b) Vice-Chairperson
 - (c) Treasurer and
 - (d) not less than four other persons,
- all of whom shall be members of the Association elected to membership of that Committee at an annual general meeting or appointed under subrule 5.

The committee members shall be elected for a two year term and will retire in rotation.

- 9.2.1 **Chairperson:** Subject to this rule, the Chairperson shall reside at all special general meetings and committee meetings.
- 9.2.2 In the event of the absence from a special general meeting or committee meeting of:
- (i) the Chairperson, the Vice-Chairperson or
 - (ii) both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the special general meeting or committee meeting, shall preside at the meeting, as the case requires
- 9.3 **Secretary:** The Secretary appointed in accordance with subrule 9.7 shall:
- co-ordinate the correspondence of the Association
 - keep full and correct minutes of the proceedings of the Committee and of the Association
 - have custody of all books, documents, records and registers of the Association including those referred to above to be kept and maintained by, or in the custody of, the Treasurer, and
 - perform such other duties as are imposed by these rules on the Secretary
- 9.4 **Treasurer:** The Treasurer shall oversee a paid officer who:
- is responsible for the receipt of all monies paid to or received by, or by him on behalf of the Association and shall issue receipts for those moneys in the name of the Association;
 - pay all monies referred to into such account or accounts of the Association as the committee may from time to time direct;
 - make payments from the funds of the Association with the authority of a general meeting or of the committee and in so doing ensure that all cheques are signed by the signatories as outlined in this constitution.
- 9.5 No person who is employed by the Association shall be eligible to be elected to any position on the Board of Management but may be co-opted in an ex-officio capacity at the discretion of the Committee.
- 9.6 A nominated representative from Family and Children's Services, Department of Housing and Works, and the Co-ordinator of the Association shall be eligible only to be ex-officio members of the Board of Management.
- 9.7 At the first meeting of the Board of Management following an Annual General Meeting there shall be appointed by the Board of Management a Secretary who may be an employee of the Association and if an employee of the Association shall hold office during the pleasure of the Board of Management but otherwise shall hold office until the first meeting of the Board of Management following the Annual General Meeting following the Secretary's appointment.
- 9.8 Any casual vacancy occurring in the Board of Management may be filled by the Board of Management from the general membership. The person so appointed shall retain office for the balance of the term of his/her predecessor.
- 9.9 The office of a Board member shall fall vacant in the event of his/her:
- 9.9.1 Resigning in writing;
 - 9.9.2 Suspension as a member of the Association

- 9.9.3 Failure to attend three consecutive meetings without acceptable explanation.
- 9.10 At all meetings of the Board of Management the Chairperson of the Board of Management shall preside, or in his/her absence, a member of the Board of Management elected at that time.
- 9.11 Unless otherwise determined by the Board of Management it shall meet once per month at such place as notified.
- 9.12 Questions arising at any meeting of the Board of Management shall be decided by a majority of votes recorded and each member present with the exception of the Chairperson shall have a deliberative vote. In the case of an equality of voting the Chairperson shall have a casting vote.
- 9.13 A meeting of the Board of Management for the time being at which a quorum as specified in 13.1 is present shall be competent to exercise all or any of the authoritative powers and discretions vested in it by this Constitution.
- 9.14 The Board of Management shall cause minutes to be regularly entered in books provided for the purpose of the proceedings of its meetings and of the meetings of the Association and of meetings of Committees the Board of Management may appoint and of the names of those present at such meetings. The minutes of any meeting signed by the Chairperson of the meeting or of a succeeding meeting of the Board of Management shall be conclusive evidence of the transactions recorded in such minutes.
- 9.15 By permission of the Chairperson, visitors or members of the Association who are not members of the Board of Management may be introduced by any Director and may attend any meeting of the Board of Management, but as observers only. Such observers, with the permission of the Chairperson, may be invited to partake in the discussion of the matter before the Board of Management but shall not be entitled to vote thereon.
- 9.16 A Committee member having any direct or indirect pecuniary interest referred to in Section 21 or 22 of the Act shall comply with that section.

10. POWERS OF THE BOARD OF MANAGEMENT

- 10.1 The Board of Management may from time to time institute any regulations or rules considered necessary for the day to day operations of the projects administered by the Association - such regulations or rules shall be confirmed or amended at each subsequent Association meeting.
- 10.2 The Board of Management shall have the power to:
- 10.2.1 receive from members, and persons with the privileges of members, all subscriptions and other amounts payable by them in respect of their membership of the Association.
- 10.2.2 make and give receipts, releases and other discharges therefore and for all gifts, legacies, donations, government grants or subsidies and for all claims and demands of its Association.
- 10.2.3 authorise expenditure of funds of the Association
- 10.2.4 buy, sell, lease, hire, mortgage, charge and otherwise deal with real and personal estate.
- 10.2.5 appoint from time to time the bankers and legal advisers of the Association

- 10.2.6 delegate powers to committees through the Directors and to fill positions as required by the Directors during terms of office.
- 10.2.7 employ staff as required for the projects and fix the remuneration thereof.
- 10.2.8 take cognisance of anything affecting the Association or the conduct of members and persons with the privileges of members.
- 10.2.9 retain the custody and use of the books, accounts, reports and records established by the Association.

11. QUORUM FOR BOARD OF MANAGEMENT MEETINGS

A quorum for a Board of Management meeting shall consist of four (4) members.

12. ANNUAL GENERAL MEETING

- 12.1 An Annual General Meeting of the Association shall mean a meeting to which all members or persons with the privileges of members are duly summoned in accordance with this Constitution. An Annual General Meeting of the Association shall be held within three months of the annual audit of the organisation. The actual date on which the meeting is to be convened shall be determined by the Board of Management according to the dictates and exigencies of the affairs of the Association.
- 12.2 The Secretary shall ensure that notice of all persons seeking election to membership of the Committee is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held.
- 12.3 Should no written nomination be received for any vacancy then occurring, nominations will be taken at the meeting of the Association by the Chairperson thereof, notwithstanding that written nomination for the election of an officer shall not have been submitted in writing to the secretary as hereinafter provided, any such nominations shall be received at the meeting if a majority of voting members at said meeting so decide.
- 12.4 All current members of the Association shall be entitled to vote at an Annual General Meeting and shall have due notice of such meetings sent to them at least twenty-one (21) clear days before the date of the meeting. All notices of motion for the Annual General Meeting shall be lodged with the Secretary of the Association 30 clear days before the Annual General Meeting. Nominations for election of an officer of the Association shall be lodged at least fourteen (14) clear days prior to the date of the Annual General Meeting.
- 12.5 The quorum for an Annual General Meeting shall be not less than eight members as specified in clause 4.1.

13. SPECIAL GENERAL MEETING

- 13.1 A Special General Meeting of the Association may be convened from time to time by the Board of Management, or on a written requisition by five (5) or more members. Upon such a requisition by the Secretary, the Secretary shall give to every member at least ten (10) days clear notice of such meetings convened under this clause and such notice shall specify the day, hour and venue of the meeting and the nature of the business to be transmitted. The meeting shall only deal with the matters stated in the notice convening said meeting.

- 13.2 The meeting shall be convened for a date no later than twenty-one (21) days from the date of the Board of Management resolution or receipt of the requisition aforesaid, as the case may be.
- 13.3 Notwithstanding the foregoing, unless the Board of Management otherwise resolves, no Special General Meeting shall be held within three (3) months of any Annual General Meeting.
- 13.4 The quorum for a special general meeting shall be not less than eight (8) members.
- 13.5 At all special general meetings of the Association the Chairperson of the Board of Management shall preside, or in his/her absence a member of the Association elected at the time.
- 13.6 Questions arising at any special general meeting of the Association shall be decided by a majority of votes recorded and each member present other than the Chairperson shall have one vote. In the case of an equality of voting the Chairperson shall have a casting vote.
- 13.7 A special general meeting of the Association for the time being at which a quorum is present shall be competent to exercise all or any of the authoritative powers vested in it by this Constitution.

14. THE SEAL

- 14.1 The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 14.2 The Board of Management shall provide for the safe custody of the Seal which shall be used only by authority of the Board of Management and every instrument to which the Seal is affixed shall be signed by the Secretary and two other members of the Board of Management.

15. ACCOUNTS

- 15.1 The Board of Management shall cause true accounts to be kept of receipts and expenditure incurred by the Association in respect of which such receipts and expenditure take place and of the assets and liabilities of the Association.
- 15.2 The accounts of the Association shall be closed on the 30th June each year.
- 15.3 A competent and qualified auditor or auditors shall be appointed by the Board of Management to audit the annual income and expenditure and balance sheet of the Association and the auditor's remuneration (if any) shall be fixed by the Board of Management.
- 15.4 It shall be the duty of every officer and servant of the Association to give the auditors such information and explanations as he/she shall require.
- 15.5 No member of the Association shall be eligible for the office of Honorary Auditor.
- 15.6 In the event of the auditor being incapable of or disqualified from acting or in the case of an extra-ordinary vacancy occurring by resignation or otherwise the Board of Management shall appoint another auditor to fill the office until the next Annual General Meeting of the Association.

16. FUNDS

- 16.1 All monies received on account of the Association shall, as soon as practicable after receipt, be paid into the account of the Association.
- 16.2 All cheques drawn on the general accounts of the Association shall be signed by any two of the Chairperson of the Board of Management, Secretary, and two other members of the Board of Management, which in its discretion the Board of Management shall decide.

17. AMENDMENT TO THE CONSTITUTION

- 17.1 No amendment to this Constitution shall be made except at the Annual General Meeting of the Association, or a Special General Meeting called by the Secretary in accordance with Clause 15 hereof. At least ten (10) clear days notice of any meeting shall set forth the proposed amendments and such other parts of the Constitution necessary to make clear the effect of the proposed amendments. No amendment shall be made unless approved by 75% of members voting at a meeting to amend the constitution.
- 17.2 These rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.
- 17.3 The Commissioner for Corporate Affairs and the Deputy Commissioner of Taxation are to be notified of any proposed amendments to this constitution.

18. LIABILITIES OF MEMBERS

- 18.1 In accordance with Section 12 of the Associations Incorporation Act 1987, except as otherwise provided in the Act, a Member or Officer of the Association shall not, by reason only of their membership or official capacity, be liable to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association.

19. PROXIES OF MEMBERS OF ASSOCIATION

A member (in this rule called the "appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any special general meeting or annual general meeting.

20. INSPECTION OF RECORDS ETC OF ASSOCIATION

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

21. DISSOLUTION

- 21.1 The Association shall not be dissolved except by the consent of not less than seventy-five percent (75%) of Members voting at a meeting called for the purpose, of which not less than one calendar month's notice, including the notice of the proposed dissolution, has been given.

21.2 If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed:

- (a) To another association incorporated under the Act; or
- (b) For charitable purposes

which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the committee under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

21.3 The Deputy Commissioner of Taxation will be notified of the date of dissolution of the fund.