



TOM PRICE YOUTH SUPPORT ASSOCIATION (INC)

CONSTITUTION

1. NAME

The name of the association shall be the “Tom Price Youth Support Association (Incorporated)” hereinafter referred to as TPYSA.

2. DEFINITIONS

The expression ‘*Service*’ shall mean any service for the public provided by the TPYSA.

‘*Committee*’ means the Executive Committee as provided for in these rules.

‘*Association*’ means the TPYSA.

‘*By-Laws*’ means the laws of the ‘*Service*’ as enacted by the committee as provided for in these rules.

‘*Employee*’ means any person employed on an ongoing basis, either full time or part time. Consultants, contractors and other persons who deliver services for remuneration on an ad-hoc basis are not included as employees.

3. INTERPRETATION

All words imparting any gender shall mean all genders and all singular words shall also mean and include the plural.

4. PURPOSE OF THE ASSOCIATION

The purpose of TPYSA is to ensure the continuance and development of youth services which includes the ones delivered to youth considered to be at risk in Tom Price.

5. OBJECTIVES

The objects of the Association are:

- 1) To promote and facilitate a coordinated approach to the services of youth support in Tom Price.
- 2) To provide a **Manager / Coordinator** able to assist in the development of youth specifically through:
 - (a) Counselling
 - (b) Facilitating contact between youth and others eg Government, Non-Government *etc*
 - (c) Development of resources
 - (d) Implementation of resources
 - (e) Others
- 3) To make submissions to Government, Local Government and industry for funding of services.
- 4) The property and income of the association shall be applied solely towards the promotion of the objectives 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 these objectives.

6. POWERS

- 6.1** To raise aid or contribute in the raising of funds for the use and benefit of the Association for any purpose considered advantageous to these objectives.
- 6.2** To deal with the monies of the Association not immediately required for the purposes of the Association in such manner as authorised by law and as may from time to time be determined by the Committee.
- 6.3** To appoint delegates and representatives to other societies, associations or bodies and to appoint or elect subcommittee and working parties as the Association sees fit.
- 6.4** To coopt persons as required.
- 6.5** To appoint an auditor as required but no auditor shall be a member of the Committee.
- 6.6** To approve the membership of any person eligible for membership and to terminate the membership of any person.
- 6.7** To suspend, expel or otherwise deal with any member or official for any behaviour or non-compliance with these Rules of the Association, By-Laws of the Association or decisions of the Committee when such behaviour or non-compliance is deemed not to be in the best interests of the Association.
- 6.8** To make By-Laws for the conduct of the Association.
- 6.9** To appoint, suspend or dismiss or otherwise deal with employees, consultants, contractors or any other bodies, professionals or persons having dealings with the Association.
- 6.10** To draw, accept and negotiate cheques, bills of exchange, promissory notes and other negotiable instruments.
- 6.11** To do all such things as may be incidental to the attainment of the above objectives.

7. MEMBERSHIP

Membership of the Association shall be open to any person who is in agreement with the objectives of the Association contained herein, and has satisfied the provisions specified below regarding the procedure for membership.

7.1 Employees as Members

Employees of the Association shall be entitled to be members but shall not be members of the Executive Committee unless acting as a relief employee and shall be entitled to only one (1) vote between them at any General Meeting of the Association:



- i) Employees who are members of the association shall determine the process of election and shall elect the employee who shall vote on their behalf at General Meetings of the Association.
- ii) An employee dismissed from employment with the Association shall cease to be a member of the Association.
- iii) The cessation of membership provisions in these rules do not apply to employees of the Association.

7.2 Procedure for Membership

Persons wishing to become members of the Association shall:

- a) Apply in writing for membership on the form as determined by the Committee from time to time and agree in writing that they support the objectives of the Association;
- b) Pay a membership fee, as prescribed by the Committee from time to time;
- c) Be accepted as a member by a majority vote of the Committee;
- d) The Committee may refer an application for membership to a General Meeting for determination.
- e) The decision of the General Meeting is final.

7.3 Classes of Membership

Ordinary Members which may include individuals and other incorporated associations:

- a) Ordinary Membership may be conferred by a majority vote of a committee meeting.
- b) The Committee may at its own motion extend an invitation for membership to such persons or bodies as it sees fit.
- c) All members agree to be bound by the Constitution, By-Laws and decisions of the committee unless otherwise altered by the General Meeting and pay the annual subscription fee.

7.4 Due Date for subscriptions

All annual subscriptions are due and payable within one (1) fortnight of acceptance as member.

7.5 Register of Members

The Secretary shall cause to be kept a current register of members showing name, address, date of joining and date of payment of membership fees. This shall be made available on request to any member of the Association at all reasonable times.

7.6 Cessation of Membership

- a) Any member desiring to resign his or her membership shall do so by written notice to the Secretary, but no such resignation shall relieve any member from payment of any subscription in arrears or other monies due by him or her to the Association at the date of his or her resignation.
- b) Every member shall be under a continuing subscription until he or she ceases to be a member.

7.7 Expulsion of Members

The Committee shall have the power to expel any member whose behaviour is considered detrimental to the Association but shall not do so until it has conducted a proper inquiry into the alleged misconduct of the member and only after a proper hearing at which the



member shall have the right to be heard. At least fourteen (14) days prior notice of the hearing shall be given to the member and shall state the grounds for the proposed expulsion in writing. Within fourteen (14) days after the hearing the member shall be informed of the result of the hearing in writing.

7.8 Appeals against Expulsion

- a) A member who is expelled may, within seven (7) days of receiving notification of the result of the hearing, appeal in writing to the General Meeting. Within thirty (30) days of a lodgement of an appeal, the Committee shall call a Special General Meeting at which the expelled person is given an opportunity to speak. The meeting shall confirm or set aside the decision of the Committee to expel the member with a majority vote.
- b) The member who appeals to a Special General Meeting shall have their membership suspended until the Special General Meeting confirms or sets aside their expulsion.

8. EXECUTIVE

The management and administration of the Association shall be vested in the Executive Committee which shall consist of the following officers:

- Chairperson, Secretary, Treasurer
- Three other Executive Committee Members (who, where possible, will act as 'understudies' to the above positions).

8.1 The Executive Committee shall appoint a **Manager** to manage, coordinate, operate and conduct the day to day administration and operations of the TPYSA subject to the control of the Executive Committee.

8.2 Subject to any contrary instructions from the **Executive Committee**, the **Manager** may exercise all of the rights and liberties the **Manager** would be entitled to exercise if the **Manager** was carrying on the day to day administration and operations of the TPYSA on its own behalf and without limitation may:

- a) Retain, supervise and control all employees, consultants, experts, servants, agents and independent contractors.
- b) Acquire materials, supplies, equipment and services.
- c) Procure special design, technical, accounting, legal and other professional services from outside experts and consultants.
- d) Pay rates, duties, charges and levies payable on or in connection with the TPYSA assets.
- e) Prepare and file reports or returns required by law on or with respect to the operations of the TPYSA.
- f) Disburse funds and make commitments.
- g) Do all things reasonably necessary to comply with relevant legislation and the requirements of relevant authorities.
- h) Maintain plant and equipment in good working order and condition.

8.3 The **Executive Committee** shall give to the **Manager** such assistance as the **Manager** may reasonably require in the performance of its duties.

8.4 The **Manager** shall manage and conduct the operations of the TPYSA with all skill,



diligence and care normally exercised by qualified persons in the performance of comparable work and in accordance with accepted industry methods and practices and shall comply with all laws and lawful regulations applicable to the TPYSA.

8.5 The **Manager** shall carry on the day to day operations of the TPYSA in accordance with Budgets approved by the **Executive Committee**.

8.6 The Manager shall promptly carry out all instructions and directions of the Executive Committee.

8.7 The Committee shall be responsible for:

- a) Upholding and advancing the objectives of the Association
- b) The proper exercise of the powers of the Association
- c) Meeting the requirements of the Association Incorporation Act

- d) The employment and dismissal of staff consistent with any contractual arrangement
- e) Meeting the requirements of any funding or other agreements into which the association has entered
- f) The financial management of the Association including the financial management of any services the association provides
- g) Ensuring that any vacancy on the Committee which may occur during the Committee's term of office is filled
- h) Coopting persons as required to the Committee. Coopted persons do not have voting rights
- i) Establishing subcommittees and/or task groups with respect to the Association's agreed programmes and method of operation
- j) Delegating to subcommittees and/or task groups such powers as the Committee deems desirable
- k) Maintaining membership and community support of the Association.

8.8 Register of Executive Committee Members

The secretary shall cause to be kept a current register of Executive Committee members showing name, address, and position, date of election and date of retirement. This shall be made available on request to any member of the Association at all reasonable times.

8.9 Staff Representation at Executive Committee Meetings

Staff shall, at the discretion of the Committee, attend Committee meetings or thereof to carry out duties as prescribed by the Committee but shall have no vote.

8.10 Nominations and Method of Election of Executive Committee

- a) Nominations for the Committee shall be in writing and signed by the candidate and one other financial member of the Association and delivered to the Secretary at least seven (7) days prior to the Annual General Meeting.
- b) If fewer nominations are received than there are vacancies on the Committee, nominations for those positions may be accepted at the Annual General Meeting.
- c) The first Annual General Meeting of the Association shall elect a Committee of six (6) persons. At the first meeting of the Committee or within twenty eight (28) days after the Annual General Meeting, the Committee shall by majority vote,



appoint Committee members to the positions of Chairperson, Secretary, Treasurer and Executive Committee members. The Committee shall ensure that the members of the Association are notified of these appointments within fourteen (14) days.

- d) At the second and subsequent Annual General Meetings of the Association, the Committee shall declare at least three (3) Executive Committee positions vacant.
- e) Excluding the first Committee of the Association, Committee members shall be elected at the Annual General Meeting and shall hold office for a term of two (2) years subject to the requirement of clauses 8.7 (d).
- f) In the event of a vacancy on the Committee, the Committee may, by a majority vote, appoint a member of the organisation to the Committee. Any person appointed to fill a casual vacancy by the Committee shall only hold office until the next Annual General Meeting.

8.11 Cessation of Office

An office bearer or member of the Committee shall cease to hold office upon the happening of one of the following events:

- a) Resignation in writing as a Committee member
- b) Resignation, suspension or expulsion as a Member of the Association in accordance with clause 7.6 Cessation of Membership.
- c) A majority vote of the committee or General Meeting to remove a person from office.

8.12 Expulsion from Executive Committee

- a) The Committee shall have the power to remove from office any member whom it considers is not performing their duties of office fully.
- b) Absence from three (3) consecutive Committee Meetings without notification or reasonable excuse is grounds for removal from office.
- c) The Committee shall not remove a member from office until it has conducted a proper inquiry into any alleged misconduct of the person and only after a proper hearing at which the member shall have the right be heard. At least fourteen (14) days notice of the hearing shall be given to the member and shall state the grounds for the proposed removal from office. Within fourteen (14) days after the hearing the member shall be informed of the result of the hearing.

8.13 Appeals against Expulsion from Executive Committee

- a) A member, who is removed from office, may, within seven (7) days of receiving notification of the result of the hearing, appeal in writing to the General Meeting. Within thirty (30) days of a lodgement of appeal, the Committee shall call a Special General Meeting at which the expelled member is given the opportunity to speak. The meeting shall confirm or set aside the decision to expel the member from office.
- b) The member who appeals to a Special General Meeting shall have their membership of the Committee suspended until the Special General Meeting confirms or sets aside their expulsion.

8.14 Voting at Executive Committee Meetings

- a) Unless specified otherwise, all decisions at Executive Committee Meetings will be deemed to be passed if a majority vote is obtained.
- b) The Chairperson at any meeting shall have a casting as well as a deliberate vote.



- c) All voting at Committee Meetings shall be in person.
- d) Any member of the Committee shall, as soon as possible after the relevant facts have come to his or her attention, disclose to those present at the meeting his or her interest and shall then cease to be present at any deliberation of the Committee with respect to that matter.
- e) Any ex-officio or coopted representative shall have the right to address any Committee or General Meeting but shall have no right to vote at that meeting.

9. DUTIES OF OFFICE BEARERS

Unless otherwise determined by the Committee, the duties of the Members of the Committee shall include:

9.1 Duties of Chairperson

- a) Make sure regular Executive Committee Meetings are held
- b) Encourage other Executive Committee members to attend meetings
- c) Draw up an agenda for the meetings with the assistance of the Secretary and/or staff of the Association
- d) Prioritise agenda items and if necessary set time limits
- e) Lead the meeting through the agenda, keeping discussion relevant and decision making clear and encouraging broad participation
- f) Note motions and amendments with the Secretary and put these to the meeting to vote on
- g) Sign minutes after they have been confirmed as an accurate record of the previous meeting
- h) Make sure meetings are run in accordance with these rules
- i) Act as a spokesperson for the organisation

9.2 Duties of the Secretary

- a) Call meetings in accordance with the provision of these rules
- b) Make sure that accurate minutes are taken of the Executive Committee Meetings and any other meetings of the organisation and are properly filed
- c) Make sure that copies of Minutes are distributed to members
- d) Work with the Chairperson to note motions and amendments to be voted on in meetings
- e) Make sure that a list of correspondence received and sent is available at each Executive Committee Meeting and that correspondence requiring action by the Committee is brought to the Committee's attention.
- f) Make sure that correspondence is properly filed and up to date and is available for any members to examine
- g) Receive and direct all applications for membership to the Committee for consideration
- h) Keep a register of Members and Executive Committee Members
- i) Be responsible for the Seal of the Association and ensure that it is only used on proper authority
- j) Bring to the Committee's attention all legal obligations of the Association
- k) Maintain a procedure manual which will detail all policies and procedures of the Association.

9.3 In absence of the Secretary at a Committee Meeting another member shall be elected as minutes Secretary



9.4 Duties of Treasurer

- a) Ensure the safekeeping of all books and documents of a financial nature including securities
- b) Ensure proper books of account are kept on the Associations premises
- c) Ensure the financial executive requirements of funding bodies are met
- d) Ensure quarterly financial reports are produced
- e) Ensure a report on the financial position of the organisation is presented at quarterly Executive Committee Meetings
- f) Ensure Executive Committee members understand the financial reports
- g) Ensure that a report on the financial position of the Association is presented at Quarterly General Meetings
- h) Ensure an audit of the books is prepared each year
- i) Ensure an annual budget is prepared at the beginning of each funding period
- j) Ensure the accounts of the Association, showing the financial position at the end of the preceding funding period, are submitted to members at the Annual General Meeting
- k) Ensure funds are not being mismanaged
- l) Ensure payment of all accounts and monies owing by the Association
- m) Ensure cheques are signed by at least one member of the Executive Committee

9.5 Duties of other Executive Committee Members

Assist the Chairperson, Secretary and Treasurer through the position of Chairperson, Secretary and Treasurer.

9.6 Duties Common to all executive Committee Members

- a) Ensure the viability of the Association through maintaining community support and membership
- b) Assist the Secretary to ensure compliance with all legal obligations of the Association
- c) Act as a spokesperson for the Association when requested by the Committee
- d) Manage and support staff when requested by the Committee
- e) Be a member of and/or chair sub-committees/task groups as required
- f) Sign letters or documents on behalf of the Association as required
- g) Ensure decision making processes are held in accordance with Clause 4, Purpose of the Association

9.7 Spokesperson

The spokesperson shall not make statements without consultation with at least two (2) other Association members.

10. EXECUTIVE COMMITTEE MEETINGS

- a) The Committee shall meet as often as required to conduct the business of the Association and in any event not less than once every 3rd calendar month.
- b) The notice and when possible the agenda of every meeting shall be forwarded to each member at least three (3) days prior to the meetings date or in an emergency such other notice as the Committee may ratify at the next Committee Meeting regularly called.
- c) Quorum for Executive Committee Meetings. The quorum for a meeting shall be three members, one of which must be the Chairperson, Secretary or Treasurer.



- d) The Chairperson or two members of the Committee shall have the power to call a meeting of the Committee.

10.1 General Meetings

General Meetings which shall include the Annual General Meeting and Special General Meetings shall be held not less than three (3) times in each calendar year and not less than Three (3) months apart with one (1) meeting being an Annual General Meeting.

10.2 Annual General Meetings

- a) The Annual General Meeting shall be held within four (4) months of the end of the Association's financial year on a day to be determined by the Committee and include in its agenda the Annual Report of the Committee.
- b) Not less than ten (10) days notice shall be given of the Annual General Meeting and shall specify the place, date and hour.
- c) The business of the Annual General Meeting shall be:
 - 1) The receipt of the Chairperson's report
 - 2) The receipt of the treasurer's report and the audited financial statements for the previous financial year together with the financial budget for the next or current financial year.
 - 3) The election of Committee members
 - 4) The appointment of an Auditor for the following financial year
 - 5) Any other business placed on the agenda prior to the commencement of the meeting

10.3 Special General Meeting

- (a) The Secretary shall call a Special General Meeting of the Association within twenty-one (21) days of receipt of a directive of the Committee, or of six (6) members or one half of the members whichever is less, such request being signed by the members and specifying the business to be carried out at the meeting. Each Special General Meeting shall be held within twenty-one (21) days of receipt of such directive or request.
- b) Not less than seven (7) clear days notice shall be given to the members of any Special General Meeting. The notice shall specify the place, date and hour of the General Meeting and nature of business to be carried out at that meeting.

10.4 Quorum for Annual General Meeting and Special General Meetings

No business shall be transacted at the Annual General Meeting or any Special General Meeting unless the quorum of members is present at the time when the meeting proceeds to its business. The quorum at any General Meeting shall be a majority of members. If at any General Meeting there is no quorum within (30) minutes of the time appointed for the meeting then a majority of members present shall decide to adjourn the meeting for a period of not more than fourteen (14) days. The quorum for such adjourned meetings shall be reduced to one third of the members failing which the meeting shall lapse.

10.5 Voting and the Election of Officers at General Meetings

- a) Voting shall be by a show of hands except that a secret ballot shall be held if requested by a financial member.
- b) At the Annual General Meeting the following provisions relating to the election of officers shall apply:
 - 1) The meeting shall elect a Returning Officer by a show of hands.



- 2) Should only the required number of candidates be nominated for the Committee the Returning Officer shall declare all such candidates elected.
- 3) Should the number of candidates exceed the number of vacancies to be filled a secret ballot shall take place to decide who shall fill the vacancies. The ballot shall be conducted by the Returning Officer who, in the event of a drawn ballot, shall exercise a casting vote and announce the final voting figures.
- c) Voting at the Annual General Meeting and Special General Meeting may be by proxy vote. The member not present shall advise the Secretary in writing prior to the meeting of their appointed proxy.
- d) Resource persons with special interests or knowledge relevant to the Association may be invited to attend any meeting but such persons may not vote.

11. FINANCE

All funds shall be deposited to the credit of the Association at such bank or Building Society as may be approved by the Committee from time to time. All such accounts shall be operated by, and require the signature of, at least (1) Committee member and one (1) other person either Committee person or a person appointed by the Committee.

- 11.1** Two Committee members, the Manager and any person appointed to the task of book keeping shall be chosen by the Committee to be the signatories to the bank accounts of the Association.

12. AUDITED ACCOUNTS AND RECORDS

- a) The Committee shall appoint an Auditor not being a member of the Association, who shall audit the accounts and records of the Association annually and the treasurer shall present to the Annual General Meeting a report as to the financial position of the Association.
- b) The Committee shall give to the Auditor at all reasonable times full access to the Association books and accounts and afford the Auditor every facility for the purpose of making a correct audit of the Association's financial affairs.

13. INSPECTION OF ASSOCIATION RECORDS

Upon reasonable notice to the Secretary, any financial member may inspect the Constitution, books and documents of the Association, excluding those of a confidential and personal nature which relate to staff and clients of the Association.

14. COMMON SEAL OF THE ASSOCIATION

The Association shall have a common seal on which its corporate name shall appear.

- 14.1** The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the register of minutes.
- 14.2** The affixing of the common seal shall be witnessed by at least one (1) Committee member of the position of Chairperson, Secretary or such other person as the Committee from time to time decides.

15. CONFLICT OF INTEREST

- 15.1** Committee members and staff members are required to identify and declare any potential conflict of interest.



- 15.2** Committee members are to abstain from voting and will be required to excuse themselves from any discussions where they may have a conflict of interest.
- 15.3** The potential for conflict of interest may arise from the following:
- a) A committee member who may be employed by an organisation that provides funding to the centre.
 - b) A committee member is part of another body (eg local govt) and the decisions of that body effect the centre.
 - c) A committee member is a member of another committee, or is employed by another organisation that may be competing for the same funds.
 - d) A committee member, staff member or independent person is on the selection panel for a position of employment at the centre, where the applicant is a relative or friend.
 - e) A Committee member has another member of their family on the same committee.
 - f) A committee member that has a relative or friend employed by the centre.
 - g) A committee or staff member that is in a position to refer consumers/clients to that member's private business.
 - h) A committee member who has a business that is in direct competition with the centre.
- 16. ALTERATION OF RULES**
- a) The Rules may be altered or replaced by a majority of not less than three quarters of members present, or appointed proxy, at a General Meeting of the Association, provided that notice of the proposed alteration or replacement of the Rules shall have been given in writing to the Secretary at least fourteen (14) days prior to that meeting and all members of the Association have been notified of the proposed amendment or replacement at least fourteen (14) days prior to that meeting.
 - b) The Commissioner for Fair Trading, and any organisation which provides funds to the Association shall be notified in writing of any alteration or replacement to the Rules within thirty (30) days of such alteration or replacement.
- 17. FINANCES AND PROPERTY**
- The property and income of the Association shall be applied solely towards the promotion of the objectives or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to the members of the Association, except in good faith in the promotion of those objectives or purposes.
- 18. NON-PROFIT CLAUSE**
- The assets and income of the Association shall be applied solely in furtherance of its above mentioned objectives, and no portion shall be distributed directly or indirectly by way of dividend, bonus or otherwise, to the members of the organisation except as a bonafide compensation for services rendered or expenses incurred on behalf of the organisation.
- 19. DISSOLUTION**
- (a) On dissolution of the Association, any property whatsoever remaining after the payment of all debts and legal liabilities shall be transferred to another incorporated association having objectives similar in whole or part as to the objectives of the Association, PROVIDED ALWAYS THAT the Association shall not be dissolved except by approval of not less than three quarters of the members present and voting at a general meeting called for that purpose of which not less than twenty eight (28) days written notice including notice of the proposed dissolution has been given to all



members and that a copy of the resolution to dissolve the Association is lodged with the Commissioner for Fair Trading within one month of the passing of the resolution.

- (b) The Commissioner for Fair Trading and all other relevant bodies shall be advised of the date of dissolution within thirty (30) days should this occur.

CHAIRPERSON

DATE