



PLAZA YOUTH CENTRE CONSTITUTION

Table of Contents

Name	2
Definitions	2
Vision Statement.....	2
Aims.....	2
Objectives	3
Powers of the Association	3
Membership.....	3
Board of Management.....	5
The Seal	7
General Meetings	8
Proxies	11
Chairperson.....	11
Treasurer	11
Secretary.....	12
Minutes.....	12
Amendment of the Constitution and Rules	13
Finances	13
Dissolution	13



Name

1. The name of the incorporated association is **PLAZA YOUTH CENTRE** referred to herein as "the association".

Definitions

2. In this constitution the following terms are defined as:-

"Committee" means the Board of Management of the association;

"General Meeting" means a general meeting of members of the association convened in accordance with these rules;

"Member" means a member of the association;

"The Act" means the *Associations Incorporation Act SA 1985*;

"Special Resolution" means a special resolution as defined in the Act;

"Month" means a calendar month.

Vision Statement

3. OUR VISION IS TO PROVIDE A SAFE AND CARING ENVIRONMENT THAT ENCOURAGES A HEALTHY FULFILLING AND DIGNIFIED LIFESTYLE TO ENABLE YOUTH TO ACHIEVE THEIR FULL POTENTIAL.

Aims

4. The aims of the association are:-
 - 4.1. To increase access of disadvantaged youth and families to services, resources, employment, education and training;
 - 4.2. To promote participation of youth within the community;
 - 4.3. To increase awareness and interest in youth issues;
 - 4.4. To promote a caring safe environment that encourages a sense of belonging with an emphasis on dignity and tolerance;



-
- 4.5. To encourage social justice strategies that overcome youth cultural and social barriers and prejudices;
 - 4.6. To provide effective strategies which improve the quality of life for youth;
 - 4.7. To develop, promote and deliver professional programs which empower young people to reach their full potential.

Objectives

5. The objectives of the association are:-
 - 5.1. To establish and maintain a Youth Centre to provide health and lifestyle skills, education, information, leisure and recreation programs and activities for young people aged under 25 years of age and especially for disadvantaged young people aged 12 — 19 years;
 - 5.2. To promote community involvement in addressing and identifying youth issues to achieve the aims of the association;
 - 5.3. To involve young people in activities which encourage self-determination for these young people and enhance the skills of those involved;
 - 5.4. To provide a safe, caring and confidential environment that is conducive to learning and change;
 - 5.5. To do all such other things as may be incidental to the attainment of these objectives.

Powers of the Association

6. The association shall have all the powers conferred by Section 25 of the Act.

Membership

7. The association shall have members and junior members.
 - 7.1. Members shall be aged 18 years and over who have:-
 - 7.1.1. Applied for membership in writing and
 - 7.1.2. Agree to accept the aims and goals of the association and
 - 7.1.3. Are accepted as members by a majority vote of the committee or of a general meeting.



7.2. Junior Members shall be aged over the age of 12 and under the age of 18 years who have:-

- 7.2.1. Applied for membership in writing and
- 7.2.2. Agree to accept the aims and goals of the association and
- 7.2.3. Are accepted as members by a majority vote of the committee or of a general meeting.

7.3. The association will keep a register of members and junior members containing:-

- 7.3.1. The name and address of each member and junior member;
- 7.3.2. The date membership of the association was granted;
- 7.3.3. If applicable the date and reason(s) for termination of membership.

7.4. The subscription fees for membership will be such sum, if any, payable annually, as the members shall determine from time to time in general meeting.

7.5. Membership shall cease on:-

- 7.5.1. Resignation in writing delivered to the premises of the association or
- 7.5.2. Failure to renew membership within two months of expiry.

7.6. Expulsion of a member or junior member (member).

- 7.6.1. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- 7.6.2. Particulars of a charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- 7.6.3. The determination of the committee shall be communicated to the member and in the event of an adverse determination the member will, subject to 7.6.4, cease to be a member 14 days after the committee has informed the member of its decision.
- 7.6.4. A member may appeal to the association in general meeting against the expulsion.



7.6.5. Any notice of intention to appeal must be communicated to the secretary or public officer of the association within fourteen days after the determination of the committee has been communicated to the member.

7.6.6. If the member appeals under paragraph 7.6.4 the member's membership of the association will not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the member has been heard by the members of the association.

7.6.7. In that case the membership will be terminated as of the date of the general meeting at which the determination of the committee is upheld.

Board of Management

8. The Committee.

8.1. Powers and duties

8.2. The affairs of the association shall be managed and controlled by a committee which in addition to any powers and authority conferred by these rules may exercise all such powers and do all such things that are within the objects of the association and are not by the Act or by these rules required to be done by the association in general meeting.

8.2.1. The committee has the management and control of the funds and other property of the association.

8.2.2. The committee has authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.

8.2.3. The committee shall appoint a public officer as required by the Act.

8.3. Appointment

8.3.1. The committee will consist of a chairperson, secretary, treasurer and up to 10 committee members.

8.3.2. An employee of the association is entitled to be a member of the association, the committee or any subcommittee and is entitled to a personal deliberate vote the same as committee members.

8.3.3. An employee must not take part in a decision relating to employment and at the request of a majority of the committee will not attend deliberations relating to any employee or other sensitive issues that the majority of the committee may decide



upon.

8.3.4. Where possible up to 2 of the members of the committee will be aged between 15 and 25 years.

8.3.5. Members of the committee shall be elected for three years.

8.3.6. A retiring committee member is eligible to stand for re-election without nomination.

8.3.7. No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and the nominee.

8.3.8. The committee may appoint a person to fill a casual vacancy, and that committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.

8.4. Proceedings of the committee

8.4.1. The committee shall meet as often as may be required to conduct the business of the association and not less than 7 times each year.

8.4.2. The quorum for a meeting of the committee shall be one half of the members of the committee.

8.4.3. The Chairperson or two other committee members will have the power to call a committee meeting.

8.4.4. Notice of meetings will be given at the previous committee meeting or by 5 days written notice distributed to all committee members or in an emergency by such other notice as may be ratified by the committee.

8.4.5. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.



8.4.6. Vacancies unfilled or arising in the office bearers or other committee members may be filled by the committee by co-opting members for the remainder of the term.

8.4.7. The committee may function validly notwithstanding any vacancies provided its number is not reduced below the quorum.

8.4.8. The committee may appoint sub-committees of members and nonmembers for specific purposes who will meet as they see fit or as directed by the committee and who will report to the committee.

8.4.9. The committee may appoint an executive of the office bearers together with any other committee member who will meet to carry out the day-to-day business delegated by the committee and who will report to the subsequent committee meeting.

8.5. Disqualification of committee members

The office of a committee member shall become vacant if a committee member is:

8.5.1. Disqualified from being a committee member by the Act or

8.5.2. Expelled as a member under these rules or

8.5.3. Permanently incapacitated by ill health or

8.5.4. Absent without apology from more than four meetings in a financial year
or

8.5.5. Resignation in writing

The Seal

9. The association shall have a common seal upon which its corporate name must appear in legible characters.

9.1. The seal must not be used without the express authorization of the committee and every use of the seal shall be recorded in the minute book of the association.

9.2. The affixing of the seal must be witnessed by the Chairperson.



General Meetings

10. Annual General Meetings

- 10.1. The committee shall call an annual general meeting in accordance with the Act and these rules.
- 10.2. The annual general meeting shall be held within five months of the close of the association's financial year on the 30th June.
- 10.3. The order of the business at the meeting shall be:
 - 10.3.1. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
 - 10.3.2. The consideration of the accounts and reports of the committee and the auditor's report.
 - 10.3.3. The election of committee members.
 - 10.3.4. The appointment of auditors (if required).
 - 10.3.5. Any other business requiring consideration by the association in general meeting.

11. Special General Meeting

- 11.1. The committee may call a special general meeting at any time.
- 11.2. Upon requisition in writing of not less than 3 committee members or 6 members the committee shall within one month of the receipt of the requisition convene a special general meeting for the purpose specified in the requisition.
- 11.3. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- 11.4. If a special general meeting is not convened within one month as required by 11.2 above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of the meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

12. Notice of general meetings

- 12.1. Subject to 12.2 at least 14 days notice of any general meeting shall be given to members.



-
- 12.2. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
 - 12.3. A notice may be given by the association to any member by serving the member with the notices personally or by sending it by post to the address appearing in the register of members.
 - 12.4. Where a notice is sent by post:
 - 12.4.1. The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice and
 - 12.4.2. Unless the contrary is proved service will be taken to have been effected at the time the letter or packet would be delivered in the ordinary course of post.

13. Proceedings at general meetings

- 13.1. Ten members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- 13.2. If within 30 minutes after the time appointed for the meeting a quorum of members is not present a meeting convened upon the requisition of members shall lapse. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 13.3. Subject to 13.4 the chairperson shall preside as chairperson as a general meeting of the association.
- 13.4. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines or retires from the chair, the members may choose a committee member or one of their own number to be chairperson of that meeting.

14. Voting at general meetings

- 14.1. Subject to these rules every member of the association has only one vote at a meeting of the association.
- 14.2. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy at that meeting.



-
- 14.3. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

15. Poll at general meetings

- 15.1. If a poll is demanded by at least five members it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 15.2. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately but any other poll may be conducted at any time before the close of the meeting.

16. Special and ordinary resolutions

- 16.1. special resolution of an incorporated association means—
- 16.1.1. where the rules of the association provide for the membership of the association—a resolution passed at a duly convened meeting of the members of the association if—
- 16.1.1.1. at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
- 16.1.1.2. it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting;
- 16.1.2. where the rules of the association do not provide for the membership of the association—a resolution passed at a duly convened meeting of the members of the committee of the association if—
- 16.1.2.1. at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the committee; and
- 16.1.2.2. it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the committee as, being entitled to do so, vote in person or, where alternates are allowed, by alternates, at that meeting;
- 16.2. An ordinary resolution is a resolution passed by simple majority at a general meeting.



Proxies

17. A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy and vote at any general meeting of the association.

Chairperson

18. The Chairperson at any meeting will only have a casting vote if votes are equal except they may have a deliberating or personal vote at an annual general meeting or special general meeting.
 - 18.1. The Chairperson will chair all meetings of the association.
 - 18.2. The Chairperson together with the Secretary will prepare the agenda for committee and general meetings.
 - 18.3. The Chairperson will encourage full balanced participation in meetings by all members and will rule on matters of order.
 - 18.4. The Chairperson will act as spokesperson unless an alternative spokesperson has been appointed by the committee at a general meeting.
 - 18.5. The spokesperson will only make statements in accordance with previously agreed policy or, in an emergency, following consultation with the committee.

Treasurer

19. The Treasurer will be responsible for the finances of the association.
 - 19.1. The treasurer will cause monies received to be paid into an account authorized by the committee in the name of the association.
 - 19.2. Payments must be petty cash or by cheque signed by two authorised signatories of whom there must be no more than five appointed by the committee or by electronic fund transfer (EFT) authorised by the treasurer and one member of the committee .
 - 19.3. Major or unusual expenditures must be authorised in advance by the committee or in a general meeting.
 - 19.4. The Treasurer must ensure records are kept of all receipts and payments and other financial transactions and must make the records available for inspection by any member at their request.



-
- 19.5. The Treasurer will ensure that financial budgets and statements are prepared and will submit a report on the finances at each committee meeting.
 - 19.6. The Treasurer will present audited accounts to the annual general meeting.
 - 19.7. The Treasurer may recommend an auditor to the committee.

Secretary

20. The Secretary is responsible for:

- 20.1. giving notice of meetings in accordance with the provisions of this constitution and
- 20.2. Ensuring the records of the association are kept including the constitution and policies, register of members, register of minutes of meetings and of notices, a file of correspondence and a record of submissions.

Minutes

21. The Secretary will record minutes, or at the request of the Secretary or of a majority of the meeting, another member may be elected as Minute Secretary.

- 21.1. Proper minutes of all proceedings of general meetings of the association and of meetings of the committee shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 21.2. The minutes kept pursuant to this rule must be confirmed by members of the association or the members of the committee (as relevant) at a subsequent meeting.
- 21.3. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 21.4. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.



Amendment of the Constitution and Rules

22. This constitution may be repealed or amended by a resolution by a majority of not less than three quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at that meeting provided that notice of the new rule or repeal or amendment has been distributed to all members in writing not less than seven days before the meeting.
23. Rules for proper administration of meetings or business may be made, repealed or amended by a general meeting provided that notice of the new rule or repeal or amendment has been distributed to all members in writing not less than seven days before the meeting.

Finances

24. Prohibition against securing profits for members
 - 24.1. Persons who by authority accept or incur any pecuniary liability on behalf of the association will be indemnified against any personal loss by the association.
 - 24.2. The income, property and funds of the association must be used and applied solely to the promotion of the objects of the association and must not be paid or transferred to members or relatives of members except for payments made in good faith to any person in return for services actually rendered in the furtherance of the objects of the association and without due preference.

Dissolution

25. Winding up
 - 25.1. The association may be dissolved by special resolution at a meeting of members called for that purpose where:-
 - 25.1.1. At least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members and
 - 25.1.2. It is passed at a meeting referred to in this paragraph by a majority of not less than three quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.
 - 25.2. On dissolution all property whether real or personal remaining after payment of all debts and legal liabilities must be transferred to such other body formed for promoting similar objects or charitable objects approved by the association and



the funding body provided that:-

- 25.2.1. Such other body also prohibits the distribution of income and property to the members to the extent stated in this constitution;
- 25.2.2. If the association has been approved pursuant to Section 78(1) of the *Income Tax Assessment Act* the such other body must also be approved.