

# **Objects and Rules of Association**

## **Youth Action & Policy Association (NSW) Inc.**

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## **1. Name**

1.1 The name of this association is the Youth Action and Policy Association (NSW) Inc. (referred to in these rules as 'Youth Action').

## **2. Definitions**

2.1 'Act' means the Associations Incorporation Act, 2009 (New South Wales).

2.2 Advisory Groups means groups of individual members or individuals representing organisational members of Youth Action appointed by the Board of Governance to provide advice on an area of work of Youth Action as prescribed by the Board. Advisory Groups are appointed as needed.

2.3 'Board of Governance' means the board responsible for managing Youth Action.

2.4 'General Meetings' means the meetings held from time to time of the Members of Youth Action.

2.5 'Governor' means a person appointed to the Board of Governance in accordance with clause 19 whose appointment has not ended for any reason.

2.6 'Committees' means a committee established by the Board of Governance pursuant to clause 24.

2.7 'Member' or 'Members' means any person, group or organisation entered in the Register of Members and whose aims are in accordance with the Objectives of Youth Action.

2.8 'Objectives' means the objectives of Youth Action, as set out in clause 3.

2.9 'Office' means the principal place of administration for the time being of Youth Action.

2.10 'Office Bearer' has the meaning given to that term in clause 15.

2.11 'Regulations' means the Associations Incorporation Regulations, 2010 (New South Wales).

2.12 'Returning Officer' means the Member of Youth Action [who has been appointed by a Governor or the Board of Governance to oversee the election of Governors to the Board of Governance at Youth Action Annual General Meetings.

2.13 'Sydney Region' means the region contained within the Nepean, Cumberland-Prospect, Hornsby-Ryde, Warringah, Eastern Sydney, Southern Sydney, South-West Sydney and Inner West Areas of the Department of Family and Community Services.

2.14 'Term' means the period from one Annual General Meeting of Youth Action to the next Annual General Meeting of Youth Action.

2.15 'Working Parties' means groups of individual members or individuals representing organisational members of Youth Action appointed by the Board of Governance and tasked with delivering work for Youth Action.

2.16 'Young People' means people aged between twelve and twenty-five years and 'Young Person' means any one of them.

2.17 'Young People's Groups' means self-determined groups of Young People who identify themselves as a group working to a common purpose.

2.18 'Youth Services' means those organisations, funded or unfunded, who provide services to disadvantaged Young People.

2.19 Words which refer to one thing also apply to more than one of the same thing.

## **3. What are Youth Action's Objectives?**

3.1 Youth Action is formed:

(a) to act as the coordinating body of non-government youth affairs in New South Wales;

(b) to eliminate all inequalities and discrimination especially those based on gender, race, class, religion, geographical location, sexuality, disability, culture, as affecting Young People;

(c) to facilitate the promotion, provision and development of community Youth Services and programmes which provide a community service for the relief of poverty, distress, sickness, and helplessness by giving support to young people in crisis and distress, offering or gaining access to counselling, advice, information, referral, to Young People with legal, welfare, health, recreation,

education, financial and emotional needs and/or advocate for the provision of such within the community, and which;

- (i) are community based and community managed,
- (ii) are easily accessible to all young people,
- (iii) continually use the following process to resource and support Young People through their transition from adolescence to adulthood:
  - (a) define the needs of Young People in their locality,
  - (b) explore a range of options and alternative solutions to respond to their needs,
  - (c) choose the most feasible solution, and
  - (d) facilitate a service based on those principles;
- (d) to seek the views of and consult with young people, youth workers and youth services on their needs and other issues that affect them, and to put these to other Young People, government, youth organisation and services, the media, general welfare groups and other parties;
- (e) to provide advice and information on the impact of broad social and economic issues and their effects on Young People or Youth Services, to all levels of government, unions and the general community;
- (f) to foster the development of networks of Young People and Youth Services throughout New South Wales;
- (g) to provide a means through which Youth Services and Young People involved in local or other action can discuss issues of importance to them;
- (h) to provide and collect advice and information on activities, projects, and issues for local Young People's groups and services;
- (i) to provide a basis for the development of relationship and information flow between the nongovernment sector, the New South Wales government, Commonwealth government and the community at large, on matters relating to Young People and Youth Services;
- (j) to monitor policies and practices of all levels of government, which affect Young People and Youth Services in New South Wales and to inform Youth Action's Members and the general youth field of these policies and practices;
- (k) to undertake, commission, and evaluate research on matters affecting Young People and Youth Services;
- (l) to highlight, improve and comment on the position of Young People and Youth Services to the general community and the media;
- (m) to represent and advocate on behalf of the membership on policy issues, including employment, income support, education, health, the law, and others as they arise, to all tiers of government;
- (n) to provide and organise appropriate training, resources and information for Young People;
- (o) to provide and organise appropriate training, resources and information, for representatives of Youth Services, and workers with youth. To support the appropriate training and development of Youth Services and workers with youth;
- (p) to promote Young People taking control of their lives and becoming active participants in society;
- (q) to assist the non-government youth sector, governments and their agencies, local communities to plan and implement appropriate responses to meet the needs of disadvantaged Young People;
- (r) to provide advice and information on the development of appropriate models of service for Young People in New South Wales, in consultation with Members, government, the nongovernment sector, and the community;
- (s) to liaise and consult with appropriate national and state structures, union and employer organisations as required; and
- (t) to assist Members in ongoing evaluation of the youth sector, its services and structures, and provide a means by which Youth Action can undergo regular evaluation.

3.2 In order to promote and work towards the above Objectives, Youth Action has the power to do anything which is not prohibited by law or by these rules.

3.3 Youth Action is committed to supporting First Nations self-determination and ensuring our work with First Nations young people, organisations, and communities is informed by the following:

(a) Ensure continuity with regard to deliberate and specific actions that focus on First Nations Australians within the operations of Youth Action NSW

(b) Ensure the operations of Youth Action are carried out in a manner that upholds the Cultural Safety of First Nations Australians by taking necessary steps to maintain this within the organisation and its staff.

In order to give effect to the aims, the Association acknowledges and is informed by the following definitions of Aboriginal health and cultural safety.

Aboriginal health “means not just the physical well-being of an individual but refers to the social, emotional and cultural well-being of the whole Community in which each individual is able to achieve their full potential as a human being thereby bringing about the total well-being of their Community. It is a whole of life view and includes the cyclical concept of life-death-life”. As defined in NACCHO’s Constitution as amended 9 March 2006 also from the National Aboriginal Health Strategy (NAHS) 1989.

Cultural safety is “An environment that is spiritually and emotionally safe, as well as physically safe for people; where there is no assault, challenge or denial of their identity, of who they are and what they need. It is about shared respect, shared meaning, shared knowledge and experience of learning together” (Williams, cited in Bin-Sallik 2003, p21). Australian Association of Social Workers Code of Ethics 2010 Cultural Perspectives, In Australia's Rural and Remote Health: A social justice perspective.

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## **MEMBERSHIP**

### **4. Can I be a member of Youth Action?**

4.1 A person or organisation can be a Member if and only if the person or organisation:

- (a) has applied for membership of Youth Action;
- (b) supports and is committed to Youth Action's Objectives, and is either:
  - (i) a Young Person,
  - (ii) a Youth Service, or Network,
  - (iii) a Young People's Group; or
  - (iv) a person with youth policy expertise or youth policy experience which is considered by the Board of Governance to be relevant to the Objectives; and
- (c) has been approved for membership of Youth Action by the Board of Governance;

4.2 A state or federal government department or office is not permitted to become a Member of Youth Action.

### **5. How do I become a member?**

5.1 An application to become a Member must be in writing, and lodged with the Secretary.

5.2 After receiving an application for membership, the Secretary shall take it to the Board of Governance which will decide whether to approve or reject it.

### **6. When does my membership finish?**

6.1 A person is no longer a Member of Youth Action if the person:

- (a) dies;
- (b) resigns that membership;
- (c) is expelled from Youth Action;
- (d) after written notice, has not paid the annual subscription fee within two months of the date it fell due; or
- (e) ceases to satisfy any of the criteria set out in clause 4.1(b) above.

6.2 An organisation ceases to be a Member of Youth Action if the organisation:

- (a) is wound up;
- (b) resigns that membership;
- (c) is expelled from Youth Action;
- (d) ceases to satisfy any of the criteria set out in clause 4.1(b) above; or
- (e) after written notice has not paid the annual subscription fee within two months after the date it fell due.

### **7. Can I give my membership to another person or organisation?**

7.1 Any rights, benefits or obligations which a person has because they are a Member of Youth Action:

- (a) cannot be given to or taken by another person, group or organisation; and
- (b) finish if the person is no longer a Member of Youth Action.

### **8. How can I resign as a member of Youth Action?**

8.1 A Member may resign from membership of Youth Action by writing to the Secretary.

8.2 Where a Member ceases to be a Member or Associate Member the Public Officer, or their delegate, must record in the Register of Members the date on which that person ceased to be a Member .

## **9. Who is responsible for writing up the Register of Members, and can I see it?**

9.1 The Public Officer must maintain a Register of Members which records the name and address of each person, group or organisation who is a Member as well the date on which the person became a Member .

9.2 The Public Officer is responsible for ensuring that the Register of Members is kept accurate.

9.2 The Register of Members shall be kept at the Office and shall be open for inspection, free of charge, by any Member at normal business hours if staff are present in the Office.

## **10. How are Fees and Subscriptions set?**

10.1 A Member must pay to Youth Action an annual membership fee as fixed by the Board of Governance from time to time.

10.2 The liability of any Member, in their capacity as a Member, with respect to Youth Action will be limited to any of their outstanding fees owed to Youth Action.

## **11. Can Members be expelled or suspended?**

11.1 Where the Board of Governance believes that a Member:

(a) has repeatedly refused or failed to follow any of these rules, or

(b) has acted in a manner against the interests of Youth Action;

the Board of Governance may decide to either:

(a) expel the Member from Youth Action; or

(b) suspend the Member from Youth Action for a specified period.

11.2 Where the Board of Governance decides to expel or suspend a Member, the Secretary must write to the Member –

(a) setting out the decision of the Board of Governance and the reasons for making the decision;

(b) stating that the Member may address the Board of Governance at a meeting of the Board of Governance to be held not earlier than 14 days and not later than 28 days after they receive the notice.

11.3 At this meeting, the Board of Governance must:

(a) give the Member an opportunity to address the Board of Governance;

(b) consider any material presented by the Member; and

(c) decide whether to confirm or to reverse the original decision.

## **12. Can I appeal if I am suspended or expelled?**

12.1 If the Board of Governance confirms its decision, the Member may appeal to Youth Action at a General Meeting.

12.2 If the Member wishes to appeal to the General Meeting, the Member must write to the Secretary within seven days of being told of the decision to confirm the original decision, and the Board of Governance will then call a General Meeting which will deal only with the suspension or expulsion.

12.3 At the General Meeting –

(a) the Board of Governance and the Member shall be given the opportunity to state their cases orally or in writing, or both; and

(b) the Members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

12.4 If at the General Meeting the Members pass a special resolution to confirm the Board of Governance's decision, the suspension or expulsion is confirmed and takes effect immediately.



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## **BOARD OF GOVERNANCE**

### **13. Who is responsible for managing Youth Action?**

13.1 Youth Action is managed by the Board of Governance.

### **14. What are the powers of the Board of Governance?**

14.1 The Board of Governance, subject to the Act, the Regulations, these Rules and to any resolution passed by Members at a General Meeting:

- (a) shall control and manage the business and affairs of Youth Action including legal and auditing responsibilities;
- (b) has the power to do anything which it believes is necessary to manage Youth Action;
- (c) may employ waged staff; and
- (d) may establish Committees of the Board of Governance, Advisory Groups to the Board of Governance and Working Parties.

### **15. Who are the Office Bearers?**

15.1 The Office Bearers are those Governors of the Board of Governance of Youth Action who have been appointed to the following offices:

- (a) Chairperson;
- (b) Deputy Chairperson;
- (c) Treasurer; and
- (d) Secretary.

### **16. What does the Secretary do?**

16.1 The Secretary must keep records of:

- (a) all elections of Office Bearers and Governors of the Board of Governance;
- (b) the names of Governors of the Board of Governance present at a Board of Governance meeting and the names of Members present at General Meetings; and
- (c) all proceedings at Board of Governance Meetings and General Meetings.

16.2 Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or the Chairperson of the next succeeding meeting.

### **17. What does the Treasurer do?**

17.1 It is the responsibility of the Treasurer to make sure that:

- (a) all money owed to Youth Action is collected and received and that all payments agreed to by Youth Action are made;
- (b) correct books and accounts are kept showing the financial affairs of Youth Action including full details of all receipts and expenditure connected with the activities of Youth Action; and
- (c) forward financial planning is carried out and that regular, clear reports on the finances of Youth Action are provided to the Board of Governance.

## **18. How is the Board of Governance made up?**

18.1 The Board of Governance is made up of the Office Bearers, five Ordinary Governors and any Governors co-opted to the Board of Governance pursuant to clause 18.3.

18.2 If there is a vacancy in a position on the Board of Governance following the Annual General Meeting, the Board of Governance may elect any Member to fill that vacancy, and that Member holds the position until the next Annual General Meeting.

18.3 To the extent possible, the composition of the Board of Governance should represent each of the categories of Members set out in clause 4.1(b).

18.4 The Board of Governance may choose to co-opt up to 2 additional Governors. These appointments shall provide additional specialised knowledge, skill or experience that will be required in order to conduct the business of the Board of Governance. Co-opted Governors are not required to be a Member of Youth Action. Co-opted Governors hold their position until the earliest of the next General Meeting of Youth Action, any of the events set out clause 20, or the Board of Governance passing a resolution to remove the Member under clause 21.2.

18.5 If there are any unfilled places on Board of Governance, this does not stop the Board of Governance from meeting.

18.6 If it turns out that a Governor of the Board of Governance should not have been elected to the Board of Governance, this does not affect any decision made by the Board of Governance.

## **19. How are Governors of the Board of Governance elected?**

19.1 Nominations of candidates for election as Office Bearers or Ordinary Governors of the Board of Governance:

(a) may be in writing, and signed by the candidate, and given to the Secretary prior to the Annual General Meeting; or

(b) may, if insufficient nominations to fill all positions on the Board of Governance are received in writing under 19.1(a), be made orally at the Annual General Meeting following a call by the returning officer

for further nominations for the unfilled positions.

19.2 A group or organisation must nominate an individual representative, who may be anyone directly involved in its activities, including paid and unpaid workers, management and service users.

19.3 Nominations may be received from one candidate for more than one position, however no candidate can be elected to more than one position.

19.4 The Office Bearers and Ordinary Governors will be elected or appointed at the Annual General Meeting in the following order:

(a) the Chairperson;

(b) the Deputy Chairperson;

(c) the Treasurer;

(d) the Secretary;

(e) the five Ordinary Governors of the Board of Governance.

19.5 If there is only one nomination for each of the positions, then that candidate is elected to that office.

19.6 If there is more than one candidate for any of the positions an election by a vote of the Members takes place in the following manner:

(a) the Returning Officer shall run the election;

(b) Members may vote for as many candidates as there are positions vacant; and

(c) any vacant positions are taken by the candidates receiving the largest number of votes.

19.7 Co-opted Governors of the Board of Governance may be elected at any time by normal resolution of the Board of Governance.

## **20. How long do Governors on the Board of Governance hold their position for?**

20.1 Governors on the Board of Governance must retire from office no later than the longer of the third Annual General Meeting of Youth Action or three years, following that Governor's last election or appointment.

20.2 A Governor who retires pursuant to 20.1 holds office as a Governor until the end of the meeting at which the Governor retires and is eligible for re-election.

20.3 A Governor appointed pursuant to 18.2 must retire at the next Annual General Meeting occurring after that appointment and is eligible for re-election.

20.4 A casual vacancy in the office of a Governor of the Board of Governance occurs if the Governor:

(a) dies;

(b) becomes bankrupt or financially insolvent;

(c) resigns office by writing to the Secretary;

(d) is removed from office under Rule 22;

(e) becomes an employee of Youth Action;

(f) enters into a contract with Youth Action, or any organisation associated with the Governor enters into a contract with Youth Action;

(e) becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health; or

(g) is absent without the consent of the Board of Governance from three consecutive meetings of the Board of Governance.

## **21. How can Governors of the Board of Governance be removed?**

21.1 Youth Action Members at a General Meeting may resolve to remove any Governor of the Board of Governance from office before their term of office ends, and may appoint another person to hold that Governor's position until the next Annual General Meeting, when the newly appointed Governor must stand for election.

21.2 Co-opted Governor of the Board of Governance may be removed from office before their term of office ends by a resolution passed by the Board of Governance at any meeting.

## **22. When are meetings held and how many Governors must be present?**

22.1 Additional meetings of the Board of Governance, may be called by any two Governors of the Board of Governance.

22.2 The Board of Governance decides when and where it meets, but it must meet at least four times each year.

22.3 Where possible the time and venue of the next meeting shall be set by the Board of Governance at the end of each meeting, and an agenda for the meeting must be sent to Members at least seven days before the meeting.

22.4 Each Governor, by consenting to be a Governor or by reason of the adoption of these Objects and Rules of Association, consents to the use of each of the following technologies for the holding of a Board of Governance meeting:

(a) telephone;

(b) video;

(c) any other technology which permits each Governor to communicate with every other participating Governor; or

(d) any combination of these technologies.

22.5 At least one half of the Governors of the Board of Governance must be present before it can start the meeting.

22.6 If there are not enough Governors present to start the meeting within thirty minutes of the time set for the meeting, then those Governors present can set a new date and time for a second meeting

22.7 If there are not enough Governors present to start the second meeting within thirty minutes of the time set for the meeting, then those present can start the meeting provided there are at least three Governors present. If this does not happen, then the meeting is over.

22.8 At a meeting of the Board of Governance:

(a) the Chairperson or, failing him, the Deputy Chairperson shall chair the meeting; or

(b) if the Chairperson and the Deputy Chairperson are absent or unwilling to chair the meeting any one of the remaining Governors of the Board of Governance as chosen by the Governors present at the meeting shall chair the meeting.

## **23. Passing of Governors' resolutions**

23.1 A resolution of the Governors must be passed by a majority of the votes cast by Governors present at the meeting and entitled to vote on the resolution.

23.2 The chair of the meeting has a casting vote if necessary in addition to any vote they have in their capacity as a Governor.

23.3 The Board of Governance may pass a resolution without a Board of Governance meeting being held if notice in writing of the resolution is given to all Governors and a majority of the Governors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Governors) sign a document containing a statement that they are in favour of the resolution set out in the document.

23.4 A resolution pursuant to clause 23.3 may consist of several documents in the same form each signed by one or more Governors and is effective when signed by the last of the Governors constituting the majority of the Governors. A facsimile transmission or other document produced by electronic means under the name of a Governor with the Governor's authority is taken to be a document signed by the Governor for the purposes of clause 23.4 and is taken to be signed when received by Youth Action in legible form.

## **24. How are Committees, Advisory Groups and Working Parties established?**

24.1 The Board of Governance may establish a Committee of the Board, Advisory Group to the Board, or Working Party, and it may let the respective body do any work except for setting up other Committees, Advisory Groups and Working Parties or any work which legally must be done by the Board of Governance.

24.2 When setting up a Committee of the Board, Advisory Group or Working Party the Board of Governance must explain:

(a) the work to be completed by the Committee of the Board, Advisory Group or Working Party;

(b) how often and in what way the Committee of the Board, Advisory Group or Working Party will report to the Board of Governance; and

(c) any other conditions for the Committee of the Board, Advisory Group or Working Party.

24.3 The Board of Governance may terminate any Committee of the Board, Advisory Group or Working Party which has been established.

24.4 The Board of Governance shall delegate responsibilities for Committees of the Board, Advisory Groups or Working Parties to individual Governors or Youth Action staff in its absolute discretion.

24.5 Where Committees of the Board, Advisory Groups or Working Parties have been established and positions exist which must be filled by Governors of the Board of Governance, these will be determined at the first meeting of the Board of Governance immediately following each Annual General Meeting.

24.6 Casual vacancies on any Committees of the Board, Advisory Groups or Working Parties are to be filled in accordance with the Board of Governance's determination at any Board of Governance meeting.

## **25. How are decisions made by Committees, Advisory Groups and Working Parties ?**

25.1 Matters which come up at a meeting of any Working Party or Subcommittee, shall be decided by a majority of votes of those Members present.

25.2 Each Member present at the meeting (including the person chairing the meeting) is entitled to one vote. If the number of votes for each position on any issue are equal, the motion is defeated.

25.3 If they are not able to attend a meeting, a Member of the Working Party, Subcommittee or Standing Committee may choose another Member as their proxy. Proxy rights must be in writing (which may be by fax), signed and presented to the Chairperson prior to the meeting. No Member in any meeting is entitled to carry more than two votes.

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## **GENERAL MEETINGS**

### **26. When is an Annual General Meeting held?**

26.1 At some time in the six months following the end of its financial year, Youth Action must hold an Annual General Meeting of its Members.

### **27. Who prepares and what is done at the Annual General Meeting?**

27.1 The Annual General Meeting of Youth Action shall be held on the date and at the place chosen by the Board of Governance.

27.2 In addition to any other business which may be done at an Annual General Meeting, the Annual General Meeting must:

- (a) confirm the minutes of the previous Annual General meeting and of any special General Meetings held since that meeting; and
- (b) receive reports from the staff and the Board about the activities of the Association during the last preceding financial year.

27.3 At each Annual General Meeting, the Board of Governance must cause Youth Action's financial statements for the previous financial year and the auditor's report for those statements to be submitted to the meeting.

### **28. Who can call a Special General Meeting?**

28.1 The Board of Governance may call a Special General Meeting of Youth Action.

28.2 The Board of Governance must call a Special General Meeting if it receives a request for such a meeting from at least twenty Members.

28.3 A request by Members for a Special General Meeting:

- (a) must state the reason for the meeting;
- (b) must be signed by the Members making the request;
- (c) must be lodged with the Secretary; and
- (d) may consist of several requests in a similar form, each signed by one or more of the Members making the request.

### **29. How are Members informed about the General Meeting?**

29.1 Except where the business planned for a General Meeting needs a special resolution of Youth Action, the Secretary must, at least 14 days before the date set for the General Meeting, send each Member a notice detailing the place, date and time of the meeting and the nature of the business planned for the meeting.

### **30. What is the procedure for a General Meeting?**

30.1 At least twenty Members need to be present at a General Meeting before it can begin to deal with the business of the meeting.

30.2 If at least twenty Members are not present within thirty minutes of the time chosen for the meeting, the meeting shall be adjourned to a time and place agreed to by those Members present at the adjourned meeting. If the meeting cannot agree, then the Chairperson will decide the new time and venue.

30.3 If at least twenty Members are not present within thirty minutes of the new time chosen by the adjourned meeting, the Members present, provided there are at least ten Members, are able to deal with the business of the meeting. If this does not happen, then the meeting is over.

## **31. Who chairs a General Meeting of Youth Action?**

31.1 The Chairperson or, failing him, the Deputy Chairperson shall act as chairperson at each General Meeting of Youth Action.

31.2 If both the Chairperson and the Deputy Chairperson are absent from a General Meeting or unwilling to act, the Members shall elect one of their number to act as chairperson at the meeting.

## **32. Can a meeting be adjourned?**

32.1 The chairperson of a General Meeting may suspend the meeting to a new time or a different venue, but the adjourned meeting shall only finish the business of the adjourned meeting and shall not consider any new business unless proper notice of that new business has been given in accordance with clauses 29 or 34 as applicable.

## **33. How are decisions made?**

33.1 Subject to clause 33.2, and unless the matter requires a special resolution, any question which comes up at a General Meeting of Youth Action is decided by a show of hands of Members.

33.2 At a General Meeting of Youth Action, a written vote may be ordered by the Chairperson or requested

by at least five of the Members present.

33.3 Where a written vote is ordered or demanded at a General Meeting, it shall be taken immediately, and once the ballot has been concluded, the result will be considered the final word of the meeting on that matter.

## **34. What is a special resolution, and when is it needed?**

34.1 A resolution of Youth Action is a special resolution if:

(a) it is agreed to by at least three-quarters of those Members of Youth Action present at a General Meeting and entitled to vote on the proposed resolution; and

(b) notice of the meeting and the resolution was given at least 21 days prior to the meeting.

34.2 A special resolution must be passed by a General Meeting of the Association to bring about:

(a) a change to Youth Action's name;

(b) a change to the Objectives;

(c) a change to these Rules;

(d) an amalgamation with another incorporated association;

(e) a voluntary winding up of Youth Action and distribution of its surplus property; or

(f) an application for registration of Youth Action as a company or cooperative.

## **35. How are votes lodged and counted?**

35.1 When voting on each matter at a General Meeting of Youth Action, each Member shall have one vote.

35.2 All votes must be given personally or by proxy through any of the means set out in clause 35.5.

35.3 Each Member is entitled to appoint another Member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is given.

35.4 In the case of an equality of votes on a question at any General Meeting, the Chairperson does not have a casting vote and the motion shall be declared lost.

35.5 Youth Action may hold a ballot of its Members incorporating facsimile, postal, web/email or other

communications technology on any issue or proposal put forward for consideration.

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## MISCELLANEOUS

### **36. What are the Public Officer's responsibilities?**

36.1 The Board of Governance shall make sure that a person is appointed as a Public Officer.

36.2 The Board of Governance may at any time remove the Public Officer and appoint a new Public Officer provided the person is 18 years of age or older and a resident of New South Wales.

36.3 The Public Officer's position will become vacant if the public officer:

(a) dies;

(b) resigns from their position in writing addressed to the Board of Governance;

(c) is removed by a resolution passed by Members at a General Meeting;

(d) becomes bankrupt or financially insolvent;

(e) becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health; or

(f) moves to live outside New South Wales.

36.4 The Public Officer is responsible for ensuring that Youth Action complies with its notification and reporting obligations under the Act and any other applicable laws.

36.5 The Public Officer may be an Office Bearer, Governor or any other person regarded as suitable for the position by the Board of Governance.

### **37. Where can Youth Action obtain its funds from?**

37.1 Youth Action's funds shall be obtained from annual fees paid by Members, donations and other sources agreed to by the Board of Governance.

37.2 All money received by Youth Action shall be deposited without deduction to the credit of Youth Action's bank account.

37.3 Youth Action shall, as soon as possible after receiving any money, issue an appropriate receipt.

### **38. How is Youth Action to manage its funds?**

38.1 The financial year of Youth Action will be the 12-month period from 1 July to 30 June.

38.2 Youth Action's funds shall be used to work toward its Objectives in the way decided by the Board of Governance.

38.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments, shall be signed by any two Governors of the Board of Governance or employees of Youth Action authorised to do so by the Board of Governance.

### **39. Who is responsible for the Common Seal?**

39.1 The Common Seal for Youth Action shall be kept in the custody of the Public Officer.

39.2 The Common Seal shall not be placed on any document except by the authority of the Board of Governance and the stamping of the Common Seal shall be witnessed with the signatures of two Governors of the Board of Governance.

### **40. Where are Youth Action's records to be kept?**

40.1 Except as otherwise provided by these Rules, all records, books and other documents of Youth Action shall be kept at the Office.



## **41. Can I inspect Youth Action's records?**

41.1 The records, books and other documents of Youth Action shall be open to inspection, free of charge, by a Member during normal business hours, if staff are present in the Office.

## **42. How is Youth Action to deliver its notices?**

42.1 Any notice shall be in writing and shall be given in person, sent by mail to the registered address of the person receiving the notice, or by facsimile ('fax') to the fax number nominated by that person, or by other electronic means to addresses/details as nominated by the Member.

## **43. How does Youth Action deal with its surplus property?**

43.1 If Youth Action is wound up, its Members at a General Meeting shall pass a special resolution nominating how Youth Action's surplus property is to be distributed.

43.2 Any distribution of Youth Action's surplus property must be in accordance with section 65 of the Act.

## **44. How does Youth Action appoint or replace its auditors?**

44.1 Youth Action shall appoint or confirm its auditor or auditors by passing a resolution at an Annual General Meeting.

44.2, Any auditor appointed pursuant to clause 44.1 must not be:

- (a) a Member, or closely related to a Governor of the Board of Governance; or
- (b) an employee of, or provider of provisional services to, Youth Action, a Governor or the Public Officer.

44.3 Notice of the intention to replace the current auditors must be given to the Secretary at least fourteen days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current auditors at least seven days before the Annual General Meeting. The current auditors shall be entitled to attend the Annual General Meeting and, if they so wish, be heard at the Annual General Meeting.

## **45. Can Office Bearers and Members receive payments or other benefits from Youth Action?**

45.1 A Governor of the Board of Governance can not be appointed to any paid position in Youth Action and no monetary benefit can be given by Youth Action to any Governor of the Board of Governance except for:

- (a) repayment for out-of-pocket expenses; and
- (b) reasonable and proper rent for premises let to Youth Action.

## **46. Winding up of Youth Action**

46.1 Youth Action shall not be voluntarily wound up except by Special Resolution at a General Meeting.

46.2 If, upon winding up, or the dissolution of Youth Action, there remains after satisfaction of all debts and liabilities any assets or property whatsoever, they shall be distributed under the relevant legislation to an association which:

- (a) has similar objectives to Youth Action, and,
- (b) is registered with the Australian Taxation Office to receive tax deductible gifts.

46.3 If Youth Action is registered with the Australian Taxation Office to receive tax deductible gifts and that status is revoked, then its gifts shall be subject to the same redistribution as specified in clause 46.2.

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## **SIGNING**

I hereby agree the foregoing to be a true and correct copy of the Constitution of the Youth Action and Policy Association (NSW) Inc.

Signature of Public Officer:

Full Name: **Kate Munro**

Dated: **# October/November 2022**