



youth affairs council
OF SOUTH AUSTRALIA

CONSTITUTION

YOUTH AFFAIRS COUNCIL OF SOUTH AUSTRALIA

1. NAME

The name of the Association shall be the Youth Affairs Council of South Australia hereinafter called "YACSA".

2. VISION

Within South Australia young people are vital, valued, and respected members of our community.

3. OBJECTS

The objects of YACSA are:

- 3.1 To represent the interests and issues of young people, the youth sector, and the youth affairs field in South Australia (SA) and represent the State perspectives at the national level.
- 3.2 To assist and support the development of policy positions on issues impacting upon and relevant to young people, the youth sector and the youth affairs field and provide policy advice and perspectives to governments and the broader community.
- 3.3 To facilitate coordination, cooperation, and planning in the youth affairs field.
- 3.4 To enhance the capacity of the youth sector to deliver services for young people.
- 3.5 To promote and support the development of youth participation both within and external to YACSA's activities; and
- 3.6 To do all such other things as may be incidental to the attainment of the objects.

4. MEMBERSHIP

- 4.1 Members shall be persons who have agreed to accept and support the above objects and mission, paid the prescribed membership subscription, if any, and who are persons who have applied in writing for membership and who are accepted as members by a majority vote of the Board of Management, hereinafter called the Board, or of a General Meeting.
- 4.2 Membership subscriptions must be paid in accordance with the membership subscription policy and amounts, as determined by the Board from time to time.
- 4.3 YACSA shall have the following Membership Categories:
- i) Individual.
 - ii) Organisation.
 - iii) Associate.
 - iv) Friends of YACSA; and
 - v) Life.
- 4.4 Individual members shall be eligible for full membership and shall be:
- 4.4.1 Young people who have turned 12 years of age, but not reached their 26th birthday; and/or
 - 4.4.2 Individuals working with and to the benefit of young people; and/or
 - 4.4.3 Individuals who support the objects and mission of YACSA.
- 4.5 Organisation members shall be eligible for full membership and shall be non-government organisations and local governments with a focus on youth affairs.
- 4.6 Organisations and other entities not eligible for full membership (i.e., Government and for-profit organisations) shall be eligible for Associate Membership.
- 4.6.1 Associate membership carries no voting rights.
- 4.7 Friends of YACSA membership shall be provided to organised or coordinated groups or networks operating in the youth field, or with a primary interest in young people, or which are youth-led. Friends of YACSA membership shall also be provided to other peak organisational entities where there is shared or reciprocal membership
- 4.7.1 Friends of YACSA membership carries no voting rights.
- 4.8 An Organisation member shall appoint from its members a representative who can speak and vote on its behalf.
- 4.9 Life members shall be eligible for full membership and appointed and announced by the Board in line with criteria as determined by the Board from time to time.
- 4.10 Full members or their representatives shall have voting rights at General Meetings.
- 4.11 Individual members have the right to stand for election to the Board.

5. MEMBERSHIP CESSATION, SUSPENSION AND EXPULSION

- 5.1 Cessation of membership shall occur immediately upon the date when:
- 5.1.1 A member who has paid all membership fees due gives written notice of their resignation to the President of the Board, delivered to the premises of YACSA; or
 - 5.1.2 A member fails to pay membership fees within two months of them falling due.
- 5.2 A member may be expelled or have their membership suspended if not less than two-thirds majority at a Board meeting considering a resolution for a member's suspension or expulsion is of the view that member has:
- 5.2.1 Neglected to comply with this Constitution; or
 - 5.2.2 Been guilty of conduct unbecoming a member; or
 - 5.2.3 Acted in a manner prejudicial to YACSA's interests.
- 5.3 At least fourteen (14) days prior to a meeting where a resolution to suspend or expel a member is to be considered, the Board must:
- 5.3.1 Provide the member with written notice of the proposed resolution and the grounds upon which it is based.
 - 5.3.2 Notify the member of the time, date, and location of the meeting; and
 - 5.3.3 Inform the member of their right to attend the meeting and either:
 - 5.3.3.1 Personally, or through a representative, address the Board on the substance of the proposed resolution; or
 - 5.3.3.2 Before the date of the meeting provide the Board with a written statement outlining their view on the proposed resolution; and
 - 5.3.3.3 Inform the member of the appeal provisions outlined in clause 5.6.
- 5.4 The Board must notify any member of its decision to suspend them (including the period of suspension) or expel them within seven (7) days of the resolution being made.
- 5.5 The suspension or expulsion of a member in accordance with the vote of the Board takes effect once appeal provisions outlined in the Constitution have been refused by the member, lapsed without the member exercising them or upon confirmation of the Board's decision at a General Meeting.
- 5.6 Within fourteen (14) days of the Board issuing written notification to a member of their suspension or expulsion, that member may notify the President of the Board in writing of their wish to appeal the suspension or expulsion through:
- 5.6.1 Review at a General Meeting; or

5.6.2 Review by an independent arbiter.

5.7 Where a member provides notice in writing to the President of the Board to seek review at a General Meeting:

5.7.1 The Board must convene a General Meeting to be held within twenty-one (21) days after the date on which the President received the notice in writing:

5.7.2 At that General Meeting:

5.7.2.1 No business other than the matter of the appeal may be conducted.

5.7.2.2 The Board must place before the meeting details of the grounds for and reasons for passing its resolution.

5.7.2.3 The member, or their representative, must be given an opportunity to address the General Meeting on the substance of the resolution.

5.7.2.4 The members present in person or by proxy vote by secret ballot on the question of whether the resolution should be confirmed or revoked; and

5.7.2.5 The resolution will be confirmed where not less than two thirds of the members present in person and entitled to vote in support of the resolution, otherwise it is revoked.

5.8 YACSA shall not be required to accept any future application for membership or renewal from any individual or organisation who has previously been a member and has been expelled or whose membership has been suspended, where that has taken effect in accordance with clause 5.5.

6. MANAGEMENT

6.1 General management of YACSA shall be under the control and management of the Board.

6.2 The roles and responsibilities of the Board are:

6.2.1 To manage and control the funds and other property of YACSA.

6.2.2 Subject to this Constitution, the Act, and the Regulations, exercise all such powers and functions as may be exercised by YACSA other than those powers and functions that are required by this Constitution to be exercised by general meetings of the Members; and

6.2.3 Subject to this Constitution, the Act, and the Regulations, perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of YACSA.

6.3 The Board of YACSA, may from time to time, and where a need arises, approve resolutions out of session by a majority vote via email.

- 6.4 Membership of the Board will consist of not less than six (6) persons nor more than nine (9) persons comprising:
- 6.4.1 President, Treasurer and Vice President as the YACSA Office Bearers.
 - 6.4.2 There will be no less than three (3) general positions, and no more than six (6) general positions on the Board.
- 6.5 At least six (6) Board members shall be elected from the YACSA membership at an AGM.
- 6.5.1 The balance of the Board members may be co-opted from the YACSA membership.
- 6.6 In the event of a casual vacancy in any office referred to in clause 6.4 the Board may appoint YACSA members to the vacant office and the member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.
- 6.7 At least two of the positions on the Board will be filled by young members.
- 6.8 The Board must, from its members, at its first meeting after each Annual General Meeting elect the Board Members who are to fill the Office Bearer positions referred to in 6.4.1.
- 6.9 Subject to this Constitution and to the person continuing to be a Board Member, an Office Bearer elected in accordance with clause 6.8 will hold their position as Office Bearer until the conclusion of the Annual General Meeting next after the date of their election to that position but is eligible for re-election to an Office Bearer position in accordance with 6.8.
- 6.10 In the event of a casual vacancy in any of the Office Bearer positions referred to in 6.4.1, whether by reason of an Office Bearer resigning from their position as Office Bearer or their position otherwise becoming vacant under this Constitution, the Board may appoint one of its members to the vacant position and the Board Member so appointed will, subject to this Constitution, continue in the position for the remainder of the vacating Office Bearer's term.
- 6.11 A Board Member may not hold more than one position referred to in 6.4 at any one time.
- 6.12 An Office Bearer who resigns from their position as an Office Bearer (a "resigning Office Bearer") who wishes to continue as a Board Member may do so unless:
- 6.12.1 no other Board Member is willing to be appointed to the relevant Office Bearer position vacated as a result of that resignation and the Board considers it necessary to co-opt another Member as a Board Member to fill that vacated Office Bearer position; and
 - 6.12.2 the maximum number of Board Members under 6.4 would (but for the operation of this clause 6.12) be exceeded by reason of the co-option of that other Member as a Board Member, in which case the resigning Office Bearer will cease to be a Board Member upon the Board giving the resigning Office Bearer written notice that this clause applies.
- 6.13 Elections will be held for the membership of the Board annually and all Board candidates must be Individual members.

- 6.14 All Board members must continue to hold Individual Membership for the duration of their term on the Board.
- 6.15 Candidates for Board positions must have been Individual Members for a minimum of 3 months prior to nomination.
- 6.15.1 In the case of a skills shortage, the Board may vote to permit a suitably skilled candidate of lesser tenure to stand for election, or may appoint them to fill a casual vacancy, as required to meet the skills needs of the Board.
- 6.16 Upon election all members of the Board will serve a two (2) year term.
- 6.17 The Chief Executive Officer will attend and report to Board Meetings and is not counted in the board composition numbers.
- 6.17.1 For the purposes of clarity, the Chief Executive Officer has the ability to make recommendations at meetings of the Board but does not have voting rights and cannot pass a motion.
- 6.18 A Secretary will be appointed by the Board at the first meeting after the Annual General Meeting, the Secretary may not be a voting member of the Board.
- 6.19 A Public Officer will be appointed by the Board at the first meeting after the AGM or upon resignation of the Public Officer. The Public Officer may be a member of the Board, or the Chief Executive Officer.
- 6.20 The role of spokesperson of YACSA will rest with the President and Chief Executive Officer or their delegate in accordance with YACSA policy.
- 6.21 A quorum shall be more than half of the sitting members of the Board.
- 6.22 The Board shall meet as often as may be required to conduct the business of YACSA and not less than eight (8) times each year.
- 6.23 The President or two other members of the Board shall have the power to call an extraordinary meeting of the Board.
- 6.24 Notice of Board meetings shall be given at the previous Board meeting or by seven (7) days written notice distributed to all Board members or in an emergency by such other notice as shall be ratified by the President and one other member of the Board.
- 6.25 Members of the Board shall not disclose confidential information regarding YACSA in any capacity or form to any other person or organisation.
- 6.26 The Board may appoint sub-committees of members and non-members for specific purposes and who shall report to the Board within a timeframe and form specified by the Board.
- 6.27 A member of the Board shall cease to be a member upon:
- 6.27.1 Resignation in writing; or

6.27.2 Suspension or expulsion as a member of YACSA; or

6.27.3 Absence for three (3) successive Board meetings without explanation acceptable to the Board; or

6.27.4 At the end of their designated term.

7. OTHER COMMITTEES

7.1 The Board may appoint other, time-limited committees and working groups comprised of members and non-members to undertake work for the pursuance of its objects. Such committees report to the Board through the Secretariat and do not require Board representation.

8. POWERS

8.1 The powers of YACSA shall be the powers contained in the *Associations Incorporation Act 1985* and without limiting those powers YACSA shall be entitled to hold property, open and operate bank accounts, hold funds in term deposits and enter into any necessary or desirable contract including a contract of employment.

8.2 The Board shall be entitled to exercise the full powers of YACSA, and without limiting those powers shall have overall management and control of funds and other property of YACSA, provided that YACSA must obtain the approval of a General Meeting before borrowing money, including entering into overdraft arrangements or securing any payment against the property of YACSA.

9. GENERAL MEETINGS

9.1 The Annual General Meeting shall be held each calendar year and not less than one month and not more than five (5) months after the close of the financial year.

9.2 The business of the Annual General Meeting shall be:

9.2.1 To confirm the minutes of the preceding Annual General Meeting.

9.2.2 To receive the President's report for the previous financial year.

9.2.3 To receive the Treasurer's report and the audited financial statements for the previous financial year, together with the financial budget for the current financial year.

9.2.4 To elect or re-elect members of the Board. Those standing for election must nominate in writing in accordance with the process specified by YACSA.

9.2.5 To conduct any other business placed on the agenda by the Board before the commencement of the meeting.

9.3 Written notice of not more than forty-two (42) days and not less than twenty-eight (28) days of all General Meetings shall be displayed at the premises of YACSA and distributed where possible to all members who do not visit the premises regularly.

- 9.4 Any member who is unable to attend General Meetings can nominate another YACSA member as their proxy. Notification in writing informing of the attendance of a proxy must be forwarded to the President of YACSA seven (7) days prior to the meeting.
- 9.5 Items of business submitted by any member for consideration at the AGM must be submitted to Board not less than fourteen (14) days prior to the date of the Annual General Meeting.
- 9.6 A Special General Meeting shall be called by the President within 28 days of receipt of a written request of three (3) Board members or six (6) YACSA Members specifying the business to be conducted at the meeting.
- 9.7 Organisation, Life, and Individual members shall be entitled to one vote at any General Meeting at which they are present.
- 9.8 A quorum at any General Meeting shall be ten (10) members or two-thirds of the membership, whichever is less.
- 9.9 If at any General Meeting there is no quorum within 20 minutes of the commencement time then the meeting shall be adjourned for a period not exceeding 14 days. The quorum for such an adjournment shall be reduced to five (5), failing which the meeting will lapse altogether.

10. VOTING

- 10.1 Voting shall be by a show of hands except that:
- 10.1.1 Any contested election at a General Meeting shall be by secret ballot and the votes will be tallied by an independent person, being a person who is not a nominee or subject of the voting process.
- 10.1.2 The meeting may by show of hands require any other vote to be by secret ballot. Organisation, Life, and Individual members only will be entitled to one vote each at any General Meeting at which they are present.

11. PRESIDENT

- 11.1 The President shall ensure written directions and arrangements are in place for the safekeeping of the Common Seal, which shall be affixed only by resolution of the Board.
- 11.2 The President at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if votes are equal.
- 11.3 The President shall encourage balanced and effective participation by all members and shall decide on matters of order.
- 11.4 The President shall chair the Board and General meetings or, when absent, the Vice-President, or at the request of the President or of a majority of a meeting another member may be elected as chair for that meeting.
- 11.5 The President together with the Chief Executive Officer of YACSA or their delegate shall prepare the agenda for Board and General Meetings.

12. VICE PRESIDENT

- 12.1 The Vice President shall act in the role of the President in the President's absence.
- 12.2 The Vice President shall assist the President in undertaking their duties as requested.
- 12.3 The Vice President shall ensure that notice of meetings is given in accordance with the provisions of this Constitution.

13. TREASURER

- 13.1 The Treasurer shall ensure that all monies received are paid into an account authorised by the Board in the name of the Association.
- 13.2 Payments shall be as petty cash, electronic funds transfer, or by cheque signed by two authorised signatories of whom there shall be no more than five (5) appointed by the Board. Major or unusual expenditures shall be authorised in advance by the Board.
- 13.3 The Treasurer shall ensure that financial budgets and statements are prepared and shall submit a report to each Board meeting.
- 13.4 The Treasurer shall ensure that Annual Financial Statements comprising either an account of receipts and payments and a statement of assets and liabilities or an account of income and expenditure and a balance sheet shall be prepared following the end of the Association's financial year, which shall commence on 1st July and end on 30th June unless altered at a General Meeting.
- 13.5 The Treasurer shall ensure that the Annual Financial Statements are audited before presentation to the Annual General Meeting by an independent auditor who shall be announced at the Annual General Meeting and appointed by the Board.

14. SECRETARY

- 14.1 The Secretary shall be appointed following the AGM in accordance with clause 6.19.
- 14.2 The Secretary shall ensure that records are kept of the Association including the Constitution and policies, records of Members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association.
- 14.3 The Secretary shall cause records to be kept of all receipts, payments and other financial transactions. Such records shall be available for inspection by any member.
- 14.4 For the avoidance of doubt, the Secretary is not a member of the Board and does not have voting rights for Board decisions.

15. EMPLOYEES

- 15.1 An employee of YACSA may be a member of YACSA or any sub-committee.
- 15.2 A person performing paid work for the Association on a regular substantial basis:

15.2.1 Shall not be a member of the Board unless specifically provided in this Constitution or any subsequent amendment.

16. AMENDMENT OF CONSTITUTION AND RULES

16.1 This Constitution may be repealed or amended by resolution of two-thirds of Members present and voting at a Special General Meeting of which not less than seven (7) days' written notice including notice of the proposed repeal or amendment has been distributed to all Members.

16.2 Rules for the proper administration of meetings or business may be made, repealed, or amended by a Special General Meeting provided that not less than seven (7) days' written notice including notice of the proposed new rule, repeal or amendment has been distributed to all Members.

17. FINANCES AND PROPERTY

17.1 Persons who, with the authority of the Board, incur any debt on behalf of the Association shall have such liability met by YACSA so that they incur no personal loss.

17.2 The income, property, and funds of YACSA shall be used and applied solely towards the promotion of the objects of YACSA and shall not be paid or transferred to any members or relatives of members provided that nothing herein contained shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of YACSA without undue preference.

17.3 On dissolution all property of YACSA whether real or personal remaining after payment of all debts and legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Board provided that:

17.3.1 Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein.

17.3.2 If YACSA shall have been approved pursuant to the *Income Tax Assessment Act 1997* as a Deductible Gift Recipient then such other body shall also be so approved.

17.4 YACSA shall not be dissolved except in accordance with the *Associations Incorporation Act 1985*.