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## PLAZA YOUTH CENTRE CONSTITUTION

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## 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:-

"Board" 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;



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- 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 12-25 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.

## No Membership

7. The Incorporated Body shall have no members. The Incorporated Body shall be administered and managed by the Board.

## Governing Body

8. The Board.
  - 8.1. Powers and duties
  - 8.2. The affairs of the association shall be managed and controlled by a Board which in addition to any powers and authority conferred by these rules may exercise all such



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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 Board has the management and control of the funds and other property of the association.
- 8.2.2. The Board 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 Board shall appoint a public officer as required by the Act.

### 8.3. Appointment

- 8.3.1. The Board will consist of a chairperson, secretary, treasurer and up to 10 committee members.
- 8.3.2. An employee of the organisation is entitled to be a member of the Board, the committee or any subcommittee and is entitled to a personal deliberate vote the same as Board or 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 Board will not attend deliberations relating to any employee or other sensitive issues that the majority of the Board may decide upon.
- 8.3.4. Where possible up to 2 of the members of the Board will be aged between 15 and 25 years.
- 8.3.5. Members of the Board shall be elected for three years.
- 8.3.6. A retiring Board 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 Board 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 Board may appoint a person to fill a casual vacancy, and that Board member shall hold office until the next annual general meeting of the association and shall be eligible for election to the Board without nomination.



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#### 8.4. Proceedings of the Board

- 8.4.1. The Board shall meet as often as may be required to conduct the business of the association and not less than 6 times each year.
- 8.4.2. The quorum for a meeting of the Board shall be one half of the members of the Board.
- 8.4.3. The Chairperson or two other Board members will have the power to call a Board meeting.
- 8.4.4. Notice of meetings will be given at the previous Board meeting or by 5 days written notice distributed to all Board members or in an emergency by such other notice as may be ratified by the Board.
- 8.4.5. A member of the Board 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 Board as required by the Act and shall not vote with respect to that contract or proposed contract.
- 8.4.6. Vacancies unfilled or arising in the office bearers or other Board members may be filled by the Board by co-opting members for the remainder of the term.
- 8.4.7. The Board may function validly notwithstanding any vacancies provided its number is not reduced below the quorum.
- 8.4.8. The Board may appoint sub-committees of Board members and nonmembers for specific purposes who will meet as they see fit or as directed by the Board and who will report to the Board.
- 8.4.9. The Board may appoint an executive of the office bearers together with any other Board member who will meet to carry out the day-to-day business delegated by the committee and who will report to the subsequent Board meeting.

#### 8.5. Disqualification of Board members

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

- 8.5.1. Disqualified from being a Board member by the Act or
- 8.5.2. Expelled as a member under these rules or



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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 Board 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.

#### Meetings

##### 10. Annual Meeting

10.1. Once in every year no later than 30 November, a meeting shall be held for the adoption of the audited Annual (July to June) accounts of Income and Expenditure and the Balance Sheet of the Incorporated Body, for the adoption of the Chairperson's Report of the work of the Incorporated Body, for the election of members to the Board and the transaction of any other authorised business appearing on the business agenda.

10.2. At each Annual Meeting those Board members who have completed their three (3) year term shall retire. Such retiring Board members may offer themselves for re-election. Any person filling a Casual Vacancy under sub clause 8.3.8 during any of the preceding twelve (12) months must retire at the next occurring Annual Meeting, but may be re- elected.

#### Chairperson

11. 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.

11.1. The Chairperson will chair all meetings of the association.

11.2. The Chairperson together with the Secretary will prepare the agenda for committee and general meetings.

11.3. The Chairperson will encourage full balanced participation in meetings by all members and will rule on matters of order.



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- 11.4. The Chairperson will act as spokesperson unless an alternative spokesperson has been appointed by the Board at a general meeting.
  - 11.5. The spokesperson will only make statements in accordance with previously agreed policy or, in an emergency, following consultation with the Board.

#### Treasurer

### 12. The Treasurer will be responsible for the finances of the association.

- 12.1. The treasurer will cause monies received to be paid into an account authorized by the Board in the name of the association.
- 12.2. 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 Board or by electronic fund transfer (EFT) authorised by the treasurer and one member of the Board.
- 12.3. Major or unusual expenditures must be authorised in advance by the Board.
- 12.4. 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.
- 12.5. The Treasurer will ensure that financial budgets and statements are prepared and will submit a report on the finances at each Board meeting.
- 12.6.** The Treasurer will present an audited report at each Annual Meeting of the association.
- 12.7. The Treasurer may recommend an auditor to the committee.

#### Secretary

### 13. The Secretary is responsible for:

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



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## Minutes

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

- 14.1. Proper minutes of all proceedings of general meetings of the association and of meetings of the Board shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 14.2. The minutes kept pursuant to this rule must be confirmed by the members of the Board at a subsequent meeting.
- 14.3. 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.
- 14.4. 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

15. In accordance with the Act subject to this Clause, this Constitution may only be altered, added to or amended by a special resolution of the Board.

## Finances

16. Prohibition against securing profits for members

- 16.1. 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.
- 16.2. 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

17. Winding up





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- 17.1. The association may be dissolved by special resolution at a meeting of the Board called for that purpose where:-
- 17.1.1. 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 Board and
- 17.1.2. 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.
- 17.2. 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:-
- 17.2.1. Such other body also prohibits the distribution of income and property to the members to the extent stated in this constitution;