



NORTH EAST SUPPORT AND ACTION FOR YOUTH INC.

(NESAY)

# CONSTITUTION

**2021 Version**

(Ratified by NESAY Board of Governance at the  
Annual General Meeting, 4 November 2021)

## NAME

1. The name of the incorporated association is North East Support and Action for Youth Incorporated [NESAY] (the **Association**).

## PURPOSE

2. The Purposes of the Association are as set out in the statement of purposes in Schedule 1.

## INTERPRETATION

3. (i) In these Rules, unless the contrary intention appears:
  - a. "Act" means the *Associations Incorporation Reform Act 2012* (Vic).
  - b. "annual general meeting" means the annual general meeting of the Association.
  - c. "Board" means the Board of Management of the Association comprised in accordance with Rule 38.
  - d. "Board Meeting" means a meeting of the Board.
  - e. "Board Member" mean a member of the Board, which includes Ordinary Members of the Board and Officers.
  - f. "Chair", of a general meeting, means the person chairing the meeting as required under Rule 30.
  - g. "Financial year" means the year ending on 30th June.
  - h. "general meeting" means a meeting of the Members convened in accordance with these Rules, and includes special general meetings and annual general meetings.
  - i. "Member" means a member of the Association.
  - j. "Officer" or "Officer of the Association" has the meaning given in Rule 37.
  - k. "Ordinary Member of the Board" means a Board Member who is not an Officer of the Association.
  - l. "Purposes" means the purposes of the Association, as set out in Schedule 1.
  - m. "Regulations" means regulations under the Act.
  - n. "Rules" means these rules in this Constitution.
  - o. "Secretary" means a Board Member who is elected as the Secretary of the Association.
  - p. "special general meeting" means a general meeting of Members, other than an annual general meeting, convened in accordance with Rule 26.
- (ii) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984* (Vic) and the Act as in force from time to time.

## POWERS OF ASSOCIATION

4. **Powers of Association**

- (i) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its Purposes.
- (ii) Without limiting Rule 4(i), the Association may:
  - a. acquire, hold and dispose of real or personal property;
  - b. open and operate accounts with financial institutions;
  - c. invest its money in any security in which trust monies may lawfully be invested;
  - d. raise and borrow money on any terms and in any manner as it thinks fit;
  - e. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - f. appoint agents to transact business on its behalf; and
  - g. enter into any other contract it considers necessary or desirable.
- (iii) The Association may only exercise its powers and use its income and assets (including any surplus) for its Purposes.

**5. Not for profit organisation**

- (i) The Association must not distribute any surplus, income or assets directly or indirectly to its Members.
- (ii) Rule 5(i) does not prevent the Association from paying a Member:
  - a. reimbursement for expenses properly incurred by the Member; or
  - b. for goods or services provided by the Member.

if this is done in good faith on terms no more favourable than if the Member was not a Member.

**APPLICATION FOR MEMBERSHIP**

- 6. (i) The Association must have at least 5 Members.
- (ii) Unless otherwise resolved by the Board, a natural person who is nominated and approved for membership as provided in these Rules is eligible to be a Member subject to satisfaction of the following membership eligibility criteria:
  - a. the person is also a current Board Member; and
  - b. the person has been nominated and elected at a special general meeting or the annual general meeting in accordance with these Rules.
- (iii) A person who is not a Member at the time of the incorporation of the Association (or who was such a Member at that time but has ceased to be a Member) shall not be admitted to membership:
  - a. unless they meet the membership eligibility criteria and are nominated as provided in this Rule 6; and
  - b. their admission as a Member is approved by the Board.
- (iv) A nomination of a person for membership of the Association:
  - a. shall be made in writing in the form set out in Appendix 1;
  - b. provide a current resume and application letter stating their interest in becoming a Member; and
  - c. shall be lodged with the Secretary.

- (v) As soon as is practicable after the receipt of the nomination, the Secretary shall refer the nomination to the Board.
  - (vi) Upon a nomination being referred to the Board, the Board shall determine whether to approve or to reject the nomination.
  - (vii) Upon a nomination being approved by the Board, the Secretary shall, with as little delay as possible, notify the nominee in writing that they are approved for membership of the Association.
  - (viii) The Secretary shall enter the nominee's name in the register of Members kept by them and, upon the name being so entered, the nominee becomes a Member.
  - (ix) A right, privilege, or obligation of a person by reason of membership of the Association:
    - a. is not capable of being transferred or transmitted to another person; and
    - b. terminates upon the cessation of their membership whether by death or resignation or otherwise.
7. The entrance fees, subscriptions and other amounts (if any) to be paid by Members will be reviewed and determined annually by the Board.

## **REGISTER OF MEMBERS**

8. The Secretary shall keep and maintain a register of Members in which shall be entered the full name, address and date of entry of the name of each Member and the register shall be available for inspection by Members upon request to the Secretary.

## **GENERAL RIGHTS OF MEMBERS**

9. **General rights of Members**
- (i) A Member who is entitled to vote has the right:
    - a. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
    - b. to submit items of business for consideration at a general meeting;
    - c. to attend and be heard at general meetings;
    - d. to vote at a general meeting;
    - e. to have access to the minutes of general meetings and other documents of the Association; and
    - f. to inspect the register of Members.
  - (ii) A Member is entitled to vote if:
    - a. more than 10 days have passed since they became a Member; and
    - b. the Member's membership rights are not suspended for any reason.
10. The rights of a Member are not transferable and end when membership ceases.

## **RESIGNATION AND EXPULSION OF MEMBERS**

11. (i) A Member may resign from the Association by first giving one month's notice in writing to the Secretary of their intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.

- (ii) Upon the expiration of a notice given under Rule 11(i), the Secretary shall, or if the Member giving the notice under Rule 11(i) is the Secretary, another Board Member shall, make in the register of Members an entry recording the date on which the Member by whom the notice was given, ceased to be a Member.
- 12.
- (i) Subject to these Rules, the Board may by resolution:
    - a. expel a Member from the Association; or
    - b. suspend a Member from membership of the Association for a specified period.
  - (ii) A resolution of the Board under Rule 12(i):
    - a. does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under Rule 12(iii) confirms the resolution in accordance with this Rule; and
    - b. where the Member exercises a right of appeal to the Association under this Rule does not take effect unless the Association confirms the resolution in accordance with this Rule.
  - (iii) Where the Board passes a resolution under Rule 12(i), the Secretary shall, or if the Member being served a notice under this sub-Rule is the Secretary, then another Board Member shall, as soon as practicable, cause to be served on the Member a notice in writing:
    - a. setting out the resolution of the Board and the grounds on which it is based;
    - b. stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
    - c. stating the date, place and time of that meeting; and
    - d. informing the Member that they may do one or more of the following:
      - 1) attend that meeting; or
      - 2) give to the Board before the date of that meeting, a written statement seeking the revocation of the resolution; or
      - 3) not later than 24 hours before the date of the meeting, lodge with the Secretary (or another Board Member, as applicable) a notice to the effect that they wish to appeal to the Association in general meeting against the resolution.
  - (iv) At a Board Meeting held in accordance with Rule 12(ii), the Board:
    - a. shall give to the Member an opportunity to be heard;
    - b. shall give due consideration to any written statement submitted by the Member; and
    - c. shall by resolution determine whether to confirm or revoke the resolution.
  - (v) Where the Secretary (or another Board Member, as applicable) receives a notice under Rule 12(iii), they shall notify the Board and the Board shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary or other Board Member (as applicable) received the notice.
  - (vi) At a general meeting of the Association convened under Rule 12(v):
    - a. no business other than the question of the appeal shall be transacted;
    - b. the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
    - c. the Member shall be given an opportunity to be heard; and

- d. the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (vii) If at the general meeting:
  - a. two-thirds of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
  - b. in any other case, the resolution is revoked.

**13. Grounds for taking disciplinary action**

The Association may take disciplinary action against a Member if it is determined that the Member:

- (i) has failed to comply with these Rules and/or the applicable agency policy frameworks as approved by the Board and made available to the Members by the Association from time to time; or
- (ii) refuses to support the Purposes of the Association; or
- (iii) has engaged in conduct prejudicial to the Association.

**14. Disciplinary subcommittee**

If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member.

**15. Notice to Member**

- (i) Before disciplinary action is taken against a Member, subject to Rule 15(ii), the Secretary must give written notice to the Member:
  - a. stating that the Association proposes to take disciplinary action against the Member;
  - b. stating the grounds for the proposed disciplinary action;
  - c. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
  - d. advising the Member that they may do one or both of the following:
    - 1) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting; and
    - 2) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - e. setting out the Member's appeal rights under Rule 17.
- (ii) If the Member subject to the disciplinary action notice under clause 15(i) is the Secretary, then another Officer shall give such written notice to the Secretary in accordance with clause 15(i).
- (iii) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

**16. Decision of subcommittee**

- (i) At the disciplinary meeting, the disciplinary subcommittee must:
  - a. give the Member an opportunity to be heard; and
  - b. consider any written statement submitted by the Member.
- (ii) After complying with Rule 16(i), the disciplinary subcommittee may:

- a. take no further action against the Member; or
- b. subject to Rule 16(iii):
  - 1) reprimand the Member;
  - 2) suspend the membership rights of the Member for a specified period; or
  - 3) expel the Member from the Association.
- (iii) The disciplinary subcommittee may not fine the Member.
- (iv) The suspension of membership rights or the expulsion of a Member by the disciplinary subcommittee under this Rule takes effect immediately after the vote is passed.

**17. Appeal rights**

- (i) A person whose membership rights have been suspended or who has been expelled from the Association under Rule 16(ii)b may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (ii) The notice must be in writing and given:
  - a. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - b. to the Secretary not later than 48 hours after the vote.
- (iii) If a person has given notice under Rule 17(ii) a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (iv) Notice of the disciplinary appeal meeting must be given to each Member who is entitled to vote as soon as practicable and must:
  - a. specify the date, time and place of the meeting; and
  - b. state:
    - 1) the name of the person against whom the disciplinary action has been taken;
    - 2) the grounds for taking that action; and
    - 3) that at the disciplinary appeal meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

**18. Conduct of disciplinary appeal meeting**

- (i) At a disciplinary appeal meeting:
  - a. no business other than the question of the appeal may be conducted;
  - b. the Board must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
  - c. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (ii) After complying with Rule 18(i), the Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (iii) A Member may not vote by proxy at the meeting.
- (iv) The decision is upheld if not less than 75% of the Members voting at the meeting vote in favour of the decision.

**19. Grievance procedure application**

- (i) The grievance procedure set out in Rules 19 to 23 applies to disputes under these Rules between:
  - a. a Member and another Member;
  - b. a Member and the Board; and
  - c. a Member and the Association.
- (ii) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

**20. Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

**21. Appointment of mediator**

- (i) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 20, the parties must within 10 days:
  - a. notify the Board of the dispute;
  - b. agree to or request the appointment of a mediator; and
  - c. attempt in good faith to settle the dispute by mediation.
- (ii) The mediator must be:
  - a. a person chosen by agreement between the parties; or
  - b. in the absence of agreement:
    - 1) if the dispute is between a Member and another Member - a person appointed by the Board; or
    - 2) if the dispute is between a Member and the Board or the Association - a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (iii) A mediator appointed by the Board may be a Member or former Member but in any case must not be a person who:
  - a. has a personal interest in the dispute; or
  - b. is biased in favour of or against any party.

**22. Mediation process**

- (i) The mediator to the dispute, in conducting the mediation, must:
  - a. give each party every opportunity to be heard;
  - b. allow due consideration by all parties of any written statement submitted by any party; and
  - c. ensure that natural justice is accorded to the parties throughout the mediation process.
- (ii) The mediator must not determine the dispute.

**23. Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.



## ANNUAL GENERAL MEETING

24. (i) The Association shall in each calendar year convene an annual general meeting of its Members.
- (ii) The annual general meeting shall be held on such day as the Board determines in accordance with relevant regulatory reporting requirements.
- (iii) The annual general meeting shall be specified as such in the notice convening it.
- (iv) The ordinary business of the annual general meeting shall be:
- a. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - b. to receive from the Board reports upon the transactions of the Association during the last preceding financial year;
  - c. to elect Officers of the Association and the Ordinary Members of the Board; and
  - d. to receive and consider financial statements submitted by the Association in accordance with section 100 of the Act.
- (v) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (vi) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

## SPECIAL GENERAL MEETINGS

25. All general meetings other than the annual general meeting shall be called special general meetings.
26. (i) The Board may, whenever it thinks fit, convene a special general meeting of the Association and, where but for this Rule, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (ii) The Board shall, on the requisition in writing of Members representing not less than 5% of the total number of Members, convene a special general meeting of the Association.
- (iii) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more the Members making the requisition.
- (iv) If the Board does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (v) A special general meeting convened by Members in accordance with these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

## NOTICE OF MEETING

27. (i) The Secretary shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each Member at their address appearing in the register of Members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting in the form of a meeting Agenda.
- (ii) A Member desiring to bring any business before a general meeting may give notice of that business in writing to the Secretary, who shall include that business in the Agenda calling the next special general meeting after the receipt of the notice.

## PROCEEDINGS AT GENERAL MEETINGS

### 28. Use of technology at general meetings

- (i) General meetings may be conducted in person, virtually (through use of technology as permitted by Rule 28(ii)), or by both in person attendees and virtual technology simultaneously.
- (ii) A Member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other (such as teleconference, videoconference, and virtual meeting technology).
- (iii) For the purposes of this Rule, a Member participating in a general meeting as permitted under this Rule is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.
29. (i) All business that is transacted at a general meeting (with the exception of that specially referred to in Rule 24(iv) as being the ordinary business of the annual general meeting) shall be deemed to be special business.
- (ii) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (iii) 51% of the Members entitled under these Rules to vote at a general meeting being personally present shall constitute a quorum for the transaction of the business of a general meeting.
- (iv) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place. If at the adjourned general meeting the quorum is not present within half an hour after the time appointed for the commencement of the general meeting, the Members present (being not less than 3) shall be a quorum.
30. (i) The President shall preside as Chair at each general meeting of the Association.
- (ii) If the President is absent from a general meeting an Officer of the Association shall assume the role of Chair at the meeting. If no Officer is present at the meeting, the Members present shall elect one of their number to preside as Chair at the meeting.
31. (i) The Chair of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned general meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (ii) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned general meeting shall be given as in the case of the general meeting.
  - (iii) Except as provided in Rules 31(i) and (ii), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
32. A resolution arising at a general meeting of the Association shall be determined on a show of hands unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and both the resolution and the results of the vote shall be recorded in the minutes of that meeting by the Secretary.
33. Voting at a general meeting
- (i) Upon any resolution arising at a general meeting of the Association, a Member has one vote only.
  - (ii) All votes shall be given personally or by proxy.
  - (iii) In the case of an equality of voting on a resolution, the Chair of the general meeting does not have a second or casting vote.
34. (i) If at a general meeting, a poll on any resolution is demanded by not less than three Members, it shall be taken at that meeting in such manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that resolution.
- (ii) A poll that is demanded on the election of a Chair or on a resolution of an adjournment shall be taken forthwith and a poll that is demanded on any other resolution shall be taken at such time before the close of the general meeting as the Chair may direct.
35. (i) Each Member shall be entitled to appoint another Member as their proxy by notice given to the Secretary not later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (ii) The notice appointing the proxy shall be in written form.

## BOARD OF MANAGEMENT

36. (i) The affairs of the Association shall be managed by the Board.
- (ii) The Board:
    - a. shall control and manage the business and affairs of the Association;
    - b. may, subject to these Rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by special general meetings of the Members; and
    - c. subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
37. (i) The Officers of the Association shall be:
  - a. a President;
  - b. a Vice President;
  - c. a Treasurer; and
  - d. a Secretary and Public Officer of the Association.

- (ii) The provisions of Rule 35 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in Rule 37(i).
  - (iii) Subject to Rule 37(vi), the maximum period an individual shall hold a specific position of Officer of the Association before being required to retire, is limited to the longer of the third annual general meeting of the Association, or a 3 year period, following the date of that Officer's last election or appointment.
  - (iv) Subject to Rule 37(vi), an Officer who retires under Rule 37(iii) holds office as an Officer until the end of the annual general meeting at which the Officer retires and is eligible for re-election.
  - (v) Subject to Rule 37(vi), an Officer appointed under Rule 37(iv) must retire at the next annual general meeting occurring after that appointment and is eligible for re-election at that meeting.
  - (vi) The maximum period an individual can continue to hold a position of Officer of the Association as specified in 37(i) is limited to 9 years.
  - (vii) In the event of a casual vacancy in any office referred to in Rule 37(i), the Board may appoint a person to the vacant office and the person so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of their appointment.
38. (i) The Board shall consist of:
- a. the Officers of the Association; and
  - b. three (3) Ordinary Members of the Board,
- each of whom shall be elected at an annual general meeting of the Association in the relevant year that position is up for election or re-election in accordance with Rule 37(iii).
- (ii) Each Ordinary Member of the Board shall, subject to these Rules, hold office until the annual general meeting next after the date of their election but is eligible for re-election.
  - (iii) In the event of a casual vacancy occurring in the office of an Ordinary Member of the Board, the Board may appoint a person to fill the vacancy and the person so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of their appointment.

## **ELECTION OF OFFICERS AND VACANCY**

39. (i) Nominations of candidates for election as Officers of the Association or as Ordinary Members of the Board:
- a. shall be made in writing, signed by two Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - b. shall be delivered to the Secretary not less than one (1) hour before the date fixed for the holding of the annual general meeting.
- (ii) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
  - (iii) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
  - (iv) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

- (v) The ballot for the election of Officers and Ordinary Members of the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
  - (vi) A nomination of a candidate for election under this Rule is not valid if that candidate has been nominated for another office for election at the same time.
40. For the purposes of these Rules, the office of a Board Member becomes vacant if the Board Member:
- (i) ceases to be a Member;
  - (ii) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
  - (iii) resigns their office by notice in writing given to the Secretary.
41. **Filling vacancy of the Secretary**
- (i) Subject to Rule 41(ii), if the office of Secretary becomes vacant, the Association will fill the vacancy in accordance with the procedure provided in Rule 39 within 14 days after the vacancy arises.
  - (ii) If it is impractical for the appointment of Secretary to occur within 14 days after the office of the Secretary becomes vacant, the Board must, within 14 days after the vacancy arises, appoint a person to temporarily fill the vacancy until a person is elected or appointed in accordance with Rule 39.

## PROCEEDINGS OF BOARD

42. **Use of technology at Board Meetings**
- (i) Board Meetings may be conducted in person, virtually (through use of technology as permitted by Rule 42(ii)), or by both in person attendees and virtual technology simultaneously.
  - (ii) A Board Member who is not physically present at a Board Meeting may participate in the meeting by the use of technology that allows that Board Member and the other Board Members present at the meeting to clearly and simultaneously communicate with each other (such as teleconference, videoconference, and virtual meeting technology).
  - (iii) For the purposes of this Rule, a Board Member participating in a Board Meeting as permitted under this Rule is taken to be present at the Board Meeting and, if the Board Member votes at the Board Meeting, is taken to have voted in person.
- 43.
- (i) The Board shall meet at least four (4) times in each year at such place and such times as the Board determines.
  - (ii) Board Meetings may be convened by the President or by any four (4) of the Board Members.
  - (iii) A majority of the Board Members holding office will constitute a quorum for a Board Meeting (which shall comprise 50% of Board Members plus one).
  - (iv) No business shall be transacted unless a quorum is present and if, within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned until a new meeting date and time has been fixed by the Secretary.
  - (v) At Board Meetings:
    - a. the President shall chair the meeting; or

- b. if the President is absent, an Officer of the Association will chair the meeting.
- (vi) Resolutions arising at a Board Meeting or of any subcommittee appointed by the Board shall be determined on a show of hands or, if demanded by a Board Member, by a poll taken in such manner as the person presiding at the Board Meeting may determine.
- (vii) Each Board Member present at a Board Meeting or of any subcommittee appointed by the Board (including the person presiding at the meeting) is entitled to one vote, and in the event of an equality of votes on any resolution, the person presiding may exercise a second or casting vote.
- (viii) Written notice of each Board Meeting shall be provided in writing to the Board at a reasonable time before the meeting.
- (ix) Subject to Rule 43(ii) the Board may act notwithstanding any vacancy on the Board.

## MINUTES AND RESOLUTIONS

44. The Secretary shall keep minutes of:
- (i) the resolution(s) and proceedings of each general meeting;
  - (ii) the results of any resolution on which a vote is taken at each general meeting;
  - (iii) the names of the Members present at each general meeting;
  - (iv) at each annual general meeting:
    - a. the financial statements submitted to the Members in accordance with Rule 24(iv)d and any accompanying certificates certifying that the financial statements give a fair and true view of the financial position and performance of the Association;
    - b. any audited accounts and auditor's report accompanying the financial statements of the Association; and
    - c. any proxy forms given to the Chair of that meeting under Rule 35; and
  - (v) each Board Meeting together with a record of the names of persons present at Board Meetings.

## CONFLICT OF INTEREST

45. **Conflict of interest**
- (i) A Board Member who has a material personal interest in a matter being considered at a Board Meeting must disclose the nature and extent of that interest to the Board.
  - (ii) The Board Member:
    - a. must not be present while the matter is being considered at the meeting; and
    - b. must not vote on the matter.

Note: Under section 81(3) of the Act, if there are insufficient Board Members to form a quorum because a Board Member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (iii) This Rule does not apply to a material personal interest:
  - a. that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

- b. that the Board Member has in common with all, or a substantial proportion of, the Members of the Association.

## TREASURER

46. The Treasurer of the Association shall:
- (i) monitor the Association's bank and investments accounts;
  - (ii) provide periodical Treasurer's Reports to the Chair and Board Members, as required;
  - (iii) produce an Annual Financial Report for consideration and endorsement at the annual general meeting;
  - (iv) make necessary arrangements for annual audits to occur;
  - (v) assist the Chief Executive Officer in making judicious decisions regarding the Association's investments; and
  - (vi) assist the Chief Executive Officer in the drafting of submissions seeking funds and grants, if requested.

## REMOVAL OF BOARD MEMBER

47. (i) The Association, in a general meeting, may by resolution remove any Board Member before the expiration of their term of office and appoint another Board Member in their stead to hold office until the expiration of the term of the first-mentioned Board Member.
- (ii) A Board Member must also vacate office in any of the following circumstances:
- a. the Board Member resigns from their office by written notice addressed to the Board;
  - b. the Board Member:
    - 1) dies;
    - 2) becomes insolvent under administration (as that term is defined in section 38 of the *Interpretation of Legislation Act 1984* (Vic));
    - 3) becomes a represented person within the meaning of the *Guardianship and Administration Act 2019* (Vic);
    - 4) is disqualified from managing corporations under Part 2D.6 of the *Corporations Act 2001* (Cth);
    - 5) is disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth);
    - 6) is disqualified from managing co-operatives under Division 2 of Part 3.1 of the *Co-operatives National Law* (Victoria);
    - 7) in the case of the Secretary - ceases to reside in Australia; or
    - 8) a statutory manager is appointed under section 116 of the Act to conduct the affairs of the Association.
- (iii) Where the Board Member to whom a proposed resolution referred to in Rule 47(i) makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that they be notified to the Members, the Secretary or the President may send a copy of the representations to each Member or, if they are not so sent, the Board Member may require that they be read out at the general meeting.

- (iv) For the avoidance of doubt, if a Board Member ceases to hold office for whatever reason, that person will automatically and immediately be deemed to have resigned as a Member of the Association.

## **CHEQUES**

48. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by one or more of the Chief Executive Officer and an Officer, or the Chief Executive Officer and another senior leadership representative who has delegated authorisation to sign on behalf of the Association.

## **SEAL**

49. (i) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (ii) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either or two Board Members or of one Board Member and of the Public Officer of the Association.

## **ALTERATION OF RULES AND STATEMENT OF PURPOSES**

50. These Rules and the statement of purposes of the Association shall not be altered except in accordance with section 50 of the Act.

## **NOTICES**

51. (i) A notice may be serviced by or on behalf of the Association upon any Member either personally or by sending it by post or electronic means at the address shown in the register of Members.
- (ii) Where a notice is properly addressed pre-paid and posted to a person as a letter, the notice shall, unless the contrary is proved, to be deemed to have been given to the person four (4) Business Days after the date of posting.
- (iii) Where a notice is sent by electronic means, the notice shall be deemed to have been received by the person at the time it was sent, unless the contrary is proved.

## **WINDING UP OR CANCELLATION**

52. In the event of the incorporated association being wound up, any surplus assets remaining after the payment of the Association's liabilities shall be transferred to another Association in Australia which is a public benevolent institution for the purposes of any Commonwealth taxation legislation.

## **CUSTODY OF RECORDS**

53. Except as otherwise provided in these Rules, the Secretary shall keep in their custody or under their control all books, documents and securities of the Association.

## **INSPECTION OF RECORDS**

54. Members may on request inspect free of charge:
- (i) the register of Members;



- (ii) the minutes of general meetings; and
  - (iii) subject to Rule 55, the financial records, books, securities and any other relevant document of the Association, including minutes of Board Meetings.
55. The Board may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
56. The Board must on request make copies of these Rules available to Members and applicants for membership free of charge.
57. For purposes of this Rule, relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
- (i) its membership records;
  - (ii) its financial statements;
  - (iii) its financial records; and
  - (iv) records and documents relating to transactions, dealings, business or property of the Association.

## FUNDS

58. (i) The funds of the Association shall be derived from government program funding, donations and other sources as the Board and Chief Executive Officer determine.
- (ii) The assets and income of the Association shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the Members except as bona fide compensation for the services rendered or expenses incurred on behalf of the Association.
59. (i) The Association shall maintain a gift fund for the principal purpose of the Association.
- (ii) The gift fund name is: NESAY Gift Fund.
- (iii) The gift fund purpose is to receive all gifts of money or property made to the Association. Any money received by the Association, because of such gifts, is to be credited to it. This includes testamentary gifts (that is gifts made under a will) and gifts, distributions from charities or other deductible gift recipients (if made for the principal purpose), and money received because of these gifts.
- (iv) The NESAY Gift Fund is only used for the principal purpose of the fund. It does not receive any other money or property.
- (v) If the NESAY Gift Fund is wound up or the Association as a deductible gift recipient is revoked, any surplus assets of the NESAY Gift Fund remaining after the payments of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.



## **SCHEDULE 1 - STATEMENT OF PURPOSES:**

Pursuant to section 10 of the *Associations Incorporation Reform Act 2012* (Vic), North East Support and Action for Youth Incorporated was certified as a member on 16 November 1984.

1. The name of the incorporated association is North East Support and Action for Youth INCORPORATED.
2. The purpose for which the Incorporated Association is established are:
  - (i) To provide a range of relevant Youth Welfare services and programs to the Hume Region, that:
    - a. is a community not for profit based service that meets the needs of disadvantaged young people and their families, which includes but is not limited to homelessness, poverty, sickness, suffering, distress, misfortune and helplessness,
    - b. promotes awareness of issues affecting rural youth (as per the above),
    - c. provides practical assistance to young people and their families is provided based on principles of social justice\*
  - (ii) to co-operate with welfare and community organisations and services, in order to make the best possible use of resources in achieving its objectives,
  - (iii) as a not-for-profit Association, support in achieving its objectives is sought through local, state and commonwealth government, public and business benevolence.

\*defined as: equity, access, participation and rights

**APPENDIX 1 – Membership Nomination Form**



NORTH EAST SUPPORT AND ACTION FOR YOUTH INC.

ABN 61 209 041 745; Association number: A0002984Z

**(“the Association”)**

**MEMBERSHIP NOMINATION FORM**

<b>Surname</b>			
<b>Name</b>			
<b>Address</b>			
<b>State</b>		<b>Postcode</b>	
<b>Phone</b>			
<b>Email</b>	<input type="checkbox"/> I request that notices be sent to me by e-mail when possible.		

I,     [Applicant’s name]    , hereby apply for Membership in the Association.

**Please attach** to this nomination form:

- the applicant’s current resume; and
- an application letter, stating the applicant’s interest in becoming a member of the Association.

.....  
 (signature of applicant) (date)

Proposed by\* .....

(signature)

(please print name clearly)

Seconded by\* .....

(signature)

(please print name clearly)

\* Must be a current member of the Association

Return form by email/post  
to:

**The Secretary of North East Support and Action For Youth Inc.**  
86 Rowan St  
Wangaratta VIC 3677  
Email : [info@nesay.com.au](mailto:info@nesay.com.au)