

CONSTITUTION

YOUNG WOMEN'S CHRISTIAN ASSOCIATION OF ADELAIDE INCORPORATED

1 NAME

The name of the Association is the Young Women's Christian Association of Adelaide Incorporated (YWCA of Adelaide*).

2 DEFINITIONS AND INTERPRETATIONS

This Constitution has a definitions and interpretations section. Key words and concepts are indicated by an asterisk '*' and may be found at the end of this document.

3 ORGANISATIONAL PHILOSOPHY

The YWCA of Adelaide is a women's membership movement, nourished by its roots in the Christian faith and sustained by the richness of many beliefs and values.

Strengthened by diversity, the YWCA of Adelaide draws together members to create opportunities for growth, leadership and empowerment of women, assist women in need and advocate on behalf of all women to attain a common vision of peace, justice, freedom and dignity for all people.

4 OBJECTS

4.1 The resources of the YWCA of Adelaide are applied in the responsible action* for the direct relief of poverty, sickness, destitution (homelessness), suffering or misfortune for the benefit of the South Australian communities in which we operate.

4.2 To unite all Members of the YWCA of Adelaide through the support and connection of a network focused on women's needs and issues.

4.3 To provide opportunities for women to develop to their full potential.

4.4 To encourage, promote and assist young women's participation in the work and actions of the YWCA of Adelaide.

4.5 To offer advocacy, leadership, and mutual understanding and concern for human rights.

4.6 To actively express our concern for the whole community through responsible action, that strives to achieve peace, justice, and freedom for all people.

5 POWERS

The YWCA of Adelaide is bound by the provisions of the Act* and any resolutions passed by the Board of Directors.

The Board of Directors will:

5.1 Control and manage the business and affairs of the YWCA of Adelaide;

5.2 Exercise all functions that the YWCA of Adelaide can legally exercise, other than those functions that are reserved for a general meeting of members of the YWCA of Adelaide.

5.3 Be responsible for meeting the legal and social requirements of management of the YWCA of Adelaide. This includes complying with the requirement to exercise the YWCA of Adelaide's vision, values and mission as well as complying with the YWCA of Adelaide's requirements under legislation as an incorporated association.

5.4 The Board of Directors shall have authority to interpret the meaning of the Constitution and any other matter relating to the affairs of the YWCA of Adelaide on which the Constitution and the Act are silent.

6 MEMBERSHIP

6.1 Membership Classes

6.1.1 Voting Members

(a) Women who are 18 years and over who agree to uphold the values and purpose of the YWCA of Adelaide.

6.1.2 Non Voting Members

(a) Women who are under the age of 18 years; and

(b) Males

6.1.3 Honorary Life Members

(a) Honorary Life Members shall have full voting rights.

(b) Honorary Life Membership of the YWCA of Adelaide may be conferred for distinguished service to the YWCA of Adelaide on the recommendation of the Board of Directors for significant contribution to the women's movement or the work and actions of the YWCA of Adelaide.

(c) Honorary Life Members shall be exempt from subscriptions.

6.2 Admission to Membership

Every registered eligible person shall in accordance with the Constitution agree in writing to support the values and purpose of the YWCA of Adelaide to become a member.

6.3 Cessation of Membership

6.3.1 A member at any time, by giving notice in writing to the Chief Executive*, may resign their membership of the YWCA of Adelaide.

6.3.2 Membership shall cease if:

(a) A member refuses or neglects to pay renewal fees three months after they are due or;

(b) A member refuses or neglects to comply with the YWCA of Adelaide's values and purpose as determined by a majority vote of the Board of Directors.

6.3.3 If membership is ceased in accordance with 6.3.2(b), a written notice must be issued to a member within twenty eight days.

6.3.4 On receiving notice of membership cessation, a member may within twenty eight days of receipt of the written notice have the right of appeal to the Board of Directors.

6.4 Transfer of Membership

Membership is exclusive to the YWCA of Adelaide and is not transferable to other YWCA Associations.

6.5 Subscriptions

6.5.1 The Board of Directors may from time to time determine the amount of the annual subscription payable by members.

6.5.2 Annual subscription be made payable in advance once in a calendar year. No subsequent resignation, termination or forfeiture of membership by a member shall result in a refund of the annual subscription.

7 THE BOARD OF DIRECTORS

7.1 The affairs of the YWCA of Adelaide shall be controlled and managed by the Board of Directors.

7.2 Composition of the Board of Directors

7.2.1 The Board of Directors of the YWCA of Adelaide shall comprise of:

(a) Not less than five and not more than ten members elected as Directors at the Annual General Meeting; and

(b) Up to two members co-opted* as Directors as in clause* 7.7 but shall not exceed the maximum as defined in clause 7.2.1(a).

(c) The Chief Executive Officer on an ex-officio basis without voting rights

7.2.2 Subject to provisions contained in the Constitution:

(a) All Directors shall be women;

(b) No person shall be appointed to or entitled to be a Director of the YWCA of Adelaide if they hold an office* of profit under the YWCA of Adelaide; or are an employee of the YWCA of Adelaide; and

(c) On the date of appointment to the Board of Directors at least thirty percent of the Directors will be young women. Any woman who is a young woman* when appointed as a Director will be considered a young woman for the duration of that elected term on the Board of Directors.

7.3 Terms of Appointment

7.3.1 Director's shall:

(a) Be elected for one term of three years; and

(b) Shall not be elected for more than two consecutive terms.

7.3.2 Members wishing to be re-elected to the Board of Directors after two consecutive terms of service, must have a minimum of one years absence from service on the Board of Directors before being eligible to stand for election or qualify for co-option to the Board of Directors.

7.3.3 Co-opted Directors may be invited to join the Board of Directors between annual Board elections, but if they wish to remain as a director they must stand for election to the Board of Directors at the following Annual General Meeting.

7.4 Ceasing to be a Director*

7.4.1 The office of a Director shall become vacant if the Director:

(a) Ceases to be a member;

(b) Resigns her office by notice in writing to the YWCA of Adelaide;

(c) For a continuous period of more than three months is absent without permission granted by the Board of Directors;

(d) Holds any office of profit under YWCA of Adelaide, or receives any payment from YWCA of Adelaide;

(e) Becomes prohibited from being or ceases to be a Director by virtue of the relevant legislation

(f) Is removed from office by resolution of the members pursuant to the provisions of the relevant legislation

7.5 Appointment of Chief Executive

7.5.1 The Chief Executive shall be appointed by the Board of Directors on such terms and conditions as the Board of Directors determines from time to time.

7.5.2 The Chief Executive, under the direction of the Board shall have general oversight of all the work of the YWCA of Adelaide, and shall employ employees* as she deems appropriate.

7.5.3 The Chief Executive is entitled to attend Standing Committees and other meetings as directed.

7.5.4 The Chief Executive will act as Executive Officer of the Board of Directors and shall report on the operations of the YWCA of Adelaide on a basis deemed appropriate by the Board of Directors.

7.6 Elections of Board of Directors Positions

7.6.1 Election of Office Bearers and Standing Committee Convenors as in clause 7.13 shall be elected annually by the Board of Directors at the first Board meeting following the Annual General Meeting.

7.6.2 Officers* of the Board of Directors comprise of:

(a) The President*

(b) The Vice President*

(c) The Treasurer

7.7 Appointment of Co-opted Directors

7.7.1 The appointment of Co-opted Directors of the YWCA of Adelaide by the Board will occur after the Annual General Meeting.

7.7.2 The Co-opted Directors:

- (a) Shall provide additional diversity and strength of skills and knowledge deemed necessary for the Board of Directors;
- (b) Maybe co-opted to fill a Board of Directors vacancy;
- (c) Shall be appointed for a maximum of one year at a time;
- (d) Must stand for election at the next Annual General Meeting following co-option to the Board of Directors, in order to remain a Director.
- (e) Shall be eligible for appointment to the Board of Directors for a maximum period of three consecutive years, and cannot serve as a Director for a period exceeding six consecutive years.
- (f) Have full voting rights and therefore full responsibilities

7.8 Duties of the Board of Directors

7.8.1 The Board of Directors shall:

- (a) Appoint a Chief Executive in accordance with the Constitution;
- (b) Establish Standing Committees and other advisory committees as needed
- (c) Propose people for admission as Honorary Life Members at the Annual General Meeting and;
- (d) Not exercise any powers conferred on the members at any General Meeting.

7.9 Proceedings of the Board of Directors

7.9.1 Meetings

- (a) The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as the Board deems appropriate.

(b) Written notice of each Board meeting shall be given to each Director at least one week prior to the date of the meeting.

(c) Meetings of the Board of Directors shall be attended only by Directors, the Chief Executive and such persons as shall be invited by the President.

(d) Members may make a written request to the Board of Directors to be present at a Board Meeting. The Board of Directors may allow such a request to attend a meeting, or parts of a meeting at their discretion.

(e) Without limitation the Board of Directors must meet on a regular basis but not less than ten times in a year.

(f) The President or the Director selected by the Board of Directors to act as chairperson shall preside at all Board Meetings, Annual and General Meetings of the YWCA of Adelaide .

(g) The President is a non-voting member of all meetings with the exception as indicated in clause 7.9.1(h).

(h) The President may have a casting vote at Board meetings

7.10 Voting

7.10.1 Voting at Board Meetings will be determined by a majority of votes, and a determination by the majority of the Directors* present shall be deemed a determination of the Board of Directors.

7.10.2 Where something is to be determined or voted on by the Board of Directors, each Director has only one vote, proxy votes are not permitted.

7.10.3 In case of an equality of votes the President or, in her absence, the Director selected by the Board of Directors to fill her role has the casting vote.

7.11 Quorum

The quorum necessary for the transaction of the business of the Board of Directors shall be half of the Directors plus one person.

7.12 Chairperson

The Board of Directors will elect a chairperson on an annual basis at the meeting after the Annual General Meeting. If the chairperson is unable to carry out their duties the Board of Directors will appoint a Director to chair the meeting.

7.13 Committees

7.13.1 The Board of Directors has the authority to delegate its power or functions, but not its responsibilities under legislation to any YWCA of Adelaide body that it sees fit. Anybody that receives directions from the Board of Directors shall follow its direction and relevant terms of reference.

7.13.2 Members of Standing Committees must consist of voting members of the YWCA of Adelaide with at least one Director. Standing Committees are obligated to report to the Board of Directors as required.

7.13.3 The President and Chief Executive may be ex-officio members of Standing Committees.

7.14 Interest of Directors

A Director who has a personal interest in a matter that is being considered at a meeting of the Board of Directors or at a meeting of any Committee must:

- (a) Declare this conflict of interest;
- (b) Not vote on this matter;
- (c) Not be present while the matter is being considered at the meeting;
and
- (d) Shall not be counted in a quorum in relation to that matter.

8 MEETINGS OF MEMBERS

8.1 General Meetings

8.1.1 The Board of Directors may, when they think fit, convene a General Meeting to consult members.

8.1.2 Not less than twenty one days notice of a General Meeting shall be given to the members specifying the place, day and hour of the meeting and the general nature of the business to be transacted at the meeting.

8.1.3 The accidental omission to give notice of a General Meeting to, or the non-receipt of any such notice by any member entitled, shall not invalidate the proceedings or resolution passed at any such meeting.

8.1.4 Every voting member (other than associate members) of the YWCA of Adelaide shall be entitled to vote at any General Meeting.

8.1.5 Every question submitted at a General Meeting shall be decided by a majority of voting members present or by proxy.

8.1.6 Each voting member of the YWCA of Adelaide has only one vote at a meeting.

8.1.7 The instrument appointing a proxy shall be in such a form as the Board of Directors shall from time to time determine. The member must lodge the form appointing their proxy with the Public Officer at least forty eight hours prior to the time of any meeting.

8.2 Special General Meetings

8.2.1 The Board of Directors may whenever it thinks fit convene a Special General Meeting of Members of the YWCA of Adelaide.

8.2.2 Fourteen days notice in writing shall be given to the membership prior to the Special General Meeting.

8.2.3 A quorum is thirty voting members or half the membership, whichever is the lesser. If a quorum is not

achieved the meeting shall stand adjourned to another time which shall be within 28 days of the date of the meeting. If quorum is not achieved after three Special General Meetings, another Special General Meeting cannot be called regarding the same issue for six months.

8.2.4 A group of thirty voting members or half the membership whichever is the lesser may make a written request to the Board of Directors to convene a Special General Meeting. Such a request is to be signed by thirty members or half the membership, whichever is the lesser and specify the general nature of the business to be transacted. On receipt of such a notice the Board of Directors shall call a Special General Meeting of the membership within two calendar months.

8.2.5 No business shall be transacted at a Special General Meeting which was not specified on the notice of the meeting sent to all members.

8.3 Annual General Meeting

8.3.1 An Annual General Meeting of members of the YWCA of Adelaide shall be held once in every calendar year* within four months of the end of the financial year*, at a date, place and time determined by the Board of Directors at least twenty eight days prior to the meeting.

8.3.2 At each Annual General Meeting only the business as stated in the notice of the meeting of the YWCA of Adelaide shall be transacted.

8.3.3 If within thirty minutes from the determined time for an Annual General Meeting a quorum is not present, the meeting shall stand adjourned to another day which shall be determined before the adjournment of the meeting and shall be within twenty eight days.

8.3.4 Notice of the adjourned meeting shall be given in writing fourteen days prior and sent to all voting members. If at the adjourned meeting a quorum of thirty voting members is not present within thirty minutes from the appointed time, the voting members present shall be deemed to be a quorum.

8.3.5 Quorum at Annual General Meeting

(a) Thirty voting members shall form the quorum at all Annual General Meetings of the YWCA of Adelaide except at the adjourned meetings.

8.4 Postal Ballots

(a) Subject to relevant legislation, the Board of Directors may submit any question or decision to the vote of all members, when it deems fit. This vote may be executed by means of a postal vote. The form and process of postal votes shall be determined by the Board of Directors. Postal votes must be returnable in no less than fourteen days.

(b) A resolution or decision by postal ballot approved by the majority of voting members, shall have the same force and effect as such a resolution would have if carried by a majority at a duly constituted General Meeting, Special General Meeting or Annual General Meeting.

8.5 Minutes of Proceedings

8.5.1 Minutes of all proceedings of General Meetings, Special General Meetings and Annual General Meetings shall be entered into registers* kept for that purpose and signed by the chairperson of the meeting, or the chairperson of the next succeeding meeting.

8.5.2 Annual General Meeting Minutes shall be distributed to all members at the next Annual General Meeting.

9 POWER TO MAKE & AMEND GOVERNANCE POLICIES AND OPERATIONAL INSTRUCTIONS

The Board of Directors shall have the power to make, amend and rescind governance policies and operational instructions that are consistent with the Constitution as they see necessary for the proper and diligent management of the YWCA of Adelaide.

10 INDEMNITY

10.1 Every Director and employee of the YWCA of Adelaide shall be indemnified against legal proceedings taken against them as a result of exercising their duties in their role with the YWCA of Adelaide.

10.2 No Director or employee of the YWCA of Adelaide shall incur any liability in respect of:

(a) The acts, or omissions of any other member, employee or director of the YWCA of Adelaide; or

(b) Any loss or expense happening to the YWCA of Adelaide through the insufficiency or deficiency of title to any property acquired for or on behalf of the YWCA of Adelaide; or

(c) For the insufficiency of any security in or upon which any of the monies of the YWCA of Adelaide shall be invested or for any loss or damage arising from bankruptcy, insolvency or the unlawful act of any person with whom any monies, securities or assets shall be deposited; or

(d) From any loss occasioned by any error of judgment or oversight on their part; or for any other loss or damage which occurs in the execution of their duties unless the same happened through their dishonesty, willful negligence, breach of duty or breach of trust.

11 VOLUNTARY WINDING UP

If upon a resolution of the Board of Directors the YWCA of Adelaide is to be wound up, the debts and liabilities of the YWCA of Adelaide must be satisfied to the extent of the financial capacity at the time.

11.1 If there remains any assets, the assets must not be paid or distributed to any member. The remaining assets must be transferred to:

11.1.1 the YWCA of Australia, provided it is at that date a Public Benevolent Institution for the purpose of any relevant taxation legislation, to be held in trust together with any interest accruing there from, until:

a) a YWCA is re-established in the greater metropolitan area of Adelaide; and

b) the re-established YWCA satisfies the requirements of a Public Benevolent Institution for the purposes of any Relevant taxation legislation; on which day the remaining assets (including interest and net of authorised deductions) will be transferred by the YWCA of Australia to the re-established YWCA of Adelaide.

(c) Where 11.1.1 cannot be satisfied, the assets must be transferred to another organisation in South Australia (as

determined by the YWCA of Australia) which is a Public Benevolent Institution for the purposes of any relevant taxation legislation.

(d) In accordance with 11.1.1, the trustee, namely the YWCA of Australia, shall be permitted to deduct an administration charge to cover any costs or outlays reasonably incurred by it solely in the administration of the trust.

11.2 Failing the re-establishment of a YWCA of Adelaide within ten years from the date of dissolution of the Organisation:

(a) all remaining assets (including interest and net of authorised deductions) shall become the property of the YWCA of Australia, provided it is at that date a Public Benevolent Institution for the purposes of any relevant taxation legislation, to be used for the furtherance of the YWCA generally; otherwise

(b) all remaining assets (including interest and net of authorised deductions) shall be transferred to another organisation in South Australia (as determined by the YWCA of Australia) which is a Public Benevolent Institution for the purposes of any relevant taxation legislation.

12 RESTRICTIONS ON DISTRIBUTION OF FUNDS & PAYMENTS

The assets and income of the YWCA of Adelaide shall be applied solely to further the purpose and objects set out in the Constitution. No portion shall be distributed directly or indirectly to the members of the YWCA of Adelaide except as bona fide compensation for services or property rendered or expenses incurred on behalf of the YWCA of Adelaide.

13 SPECIFIC PURPOSE FUNDS

All gifts, donations and bequests to the YWCA of Adelaide which are expressed by the donor to be given for a specific purpose or otherwise subject to conditions, shall, so far as is possible, be used for the designated purpose, or in accordance with the relevant conditions. Any income earned from the investment of such specific purpose funds will be, where possible, used for the same purpose or project.

14 GIFT FUND

14.1 Any donations and bequests received by the YWCA of Adelaide will be separately accounted for in a Gift Fund. This Gift Fund will only be used for the principal purpose of the YWCA of Adelaide as specified in object 5.1 and for reasonable costs of managing the Gift Fund.

14.2 If the Gift Fund is wound up or if the endorsement of the YWCA of Adelaide as a deductible gift recipient is revoked, any surplus of the Gift Fund remaining after the payment of outstanding liabilities shall be transferred to another organisation which is a Public Benevolent Institution for the purposes of relevant taxation legislation as determined by the Board of Directors. Preference will be given for an eligible Gift Fund of another Australian YWCA.

15 AUDIT

15.1 A qualified auditor/s shall be appointed and their duties regulated in accordance with the requirements of relevant legislation.

15.2 For each financial year an audited financial report of the YWCA of Adelaide shall be reported annually to members at the Annual General Meeting.

16 PUBLIC OFFICER

The Board of Directors shall appoint a Public Officer of the YWCA of Adelaide annually at the first Board Meeting following the Annual General Meeting.

17 SERVICE OF NOTICE

Notice to or service upon the Chief Executive as Public Officer or the President in absence of the Chief Executive of the YWCA of Adelaide, shall be deemed to be a notice to or service upon the YWCA of Adelaide.

18 AMENDMENT OF THE CONSTITUTION

The Constitution may be repealed, altered or amended by resolution of:

18.1 Two thirds of registered voting members either present or who have lodged a postal vote in accordance with clause 8.4 within seven days prior to an Annual General Meeting ; or

18.2 Two thirds of registered voting members present at any other Special General Meeting.

18.3 In addition to the notice requirements for a Special General Meeting, any notice to registered members relating to the amendment of the Constitution shall include a copy of the proposed alteration, amendment or addition.

18.4 Notice of proposed amendments to the constitution shall be provided to members in writing at least 28 days prior to an Annual General Meeting or a Special General Meeting.

DEFINITIONS AND INTERPRETATIONS

Within this constitution the following words and expressions shall have the following meanings:

Act means the *Associations Incorporations Act 1985 (SA)* or any Act of Parliament amending the same.

Advisory Committee means a group of people with relevant expertise convened by the Board of Directors to advise on matters as the Board of Directors requires at a particular time.

Annual General Meeting means a meeting of the members of the YWCA of Adelaide held once each calendar year, in accordance with clause 8.3.

Board of Directors means the authority appointed under clause 7 of this Constitution to conduct the affairs of the Association as hereinafter prescribed.

Calendar Year means the year that commences on the first of January and ends on the thirty first of December of the same year.

Co-opted member means the member of the YWCA of Adelaide elected in accordance with clause 7.7.

Director means a member of the Board of Directors of the YWCA of Adelaide.

Chief Executive means the person referred to in this Constitution appointed as the paid Chief Executive Officer of the YWCA of Adelaide.

Financial Year means the year that commences on the first day of July and ends on the thirtieth June of the following year.

General Meeting means a meeting of the Members of the YWCA of Adelaide, convened in accordance with clause 8.1, to deal with general business in between Annual General Meetings.

Gift Fund means a fund created in accordance with clause 14.

Honorary Life Member means a woman admitted to membership of the YWCA of Adelaide under clause 6.1.3.

Member means an official financial member of the YWCA of Adelaide and where used without qualification includes all members including Honorary Life Members.

Operational Instruction means an instruction or direction given to the Chief Executive or other employees or members by the Board of Directors in relation to policy or daily operating procedures of the YWCA of Adelaide

President means the person elected in accordance with clause 7.6.

Responsible Action means the dominant purpose of the YWCA of Adelaide as indicated in clause 4.

Special General Meeting a meeting of the members of the YWCA of Adelaide, convened in accordance with clause 8.2 to deal with specific business as outlined in the notice of the meeting as sent to all members.

Standing Committee means a Committee of the Board of Directors convened to undertake business of the Board of Directors on a recurring basis, not to undertake specific short-term projects or tasks.

Vice President means person elected in accordance with clause 7.6.

Voting Member means the financial member of the YWCA of Adelaide.

Young Woman means a woman that is aged 30 years or under.

YWCA of Adelaide means Young Women's Christian Association of Adelaide Incorporated.