



MURRAYLANDS

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UNIVERSITY OF THE THIRD AGE (U3A)–MURRAYLANDS INC.

# CONSTITUTION

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This document was approved by the Members at a SPECIAL GENERAL MEETING

Monday, 3 April 2017.

Authorised for issue by:

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## **1. Name**

The name of the incorporated association is 'The University of the Third Age Murraylands Incorporated', referred to herein as 'the association'.

## **2. Definitions**

- 2.1 'Committee' means the committee of management of the association
- 2.2 'General meeting' means a general meeting of members of the association convened in accordance with these rules
- 2.3 'Member' means a member of the association
- 2.4 'Affiliate Member' means a person who is a paid up member of another University of the Third Age (U3A). There is no additional fee required by the association if they are a current member of another U3A.
- 2.5 'Honorary Member' means a person who is a tutor or course leader.
- 2.6 'Membership' means a member shall be a natural person who has agreed to accept the aims, objectives and principles of the association, and pays the annual (calendar year) registration.
- 2.7 'The Act' means the Associations Incorporation Act 1985 'special resolution' means a special resolution defined in the Act
- 2.8 'Month' shall mean a calendar month.

## **3. Objects or purposes of the association**

The association is a learning community organised by and for people who are in the third age as defined by the association. It aims to provide people with the stimulus of mental activity and the satisfaction of continuing to contribute to society. Members have opportunity to take up new interests and extend previous interests. There are no pre-requisites to become a member, involvement aims to draw on the extensive experiences, knowledge and skills of its members and is freely shared. The principle purpose includes:

- 3.1 To facilitate programs and activities of interest in positive learning environments
- 3.2 To create awareness of the status and position of its members within the community
- 3.3 To network and exchange ideas and resources with other similar organisations to benefit membership of the association.

## **4. Powers of the association**

The association shall have all the powers conferred by section 25, division 4 of the Act and includes:

- 4.1 acquire, hold, deal with, and dispose of, any real or personal property; and
- 4.2 administer any property on trust; and
- 4.3 open and operate bank accounts; and
- 4.4 invest its moneys—
  - i) in any security in which trust moneys may, by Act of Parliament, be invested; or
  - ii) in any other manner authorised by the rules of the association; and
- 4.5 borrow money upon such terms and conditions as the association thinks fit; and
- 4.6 give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
- 4.7 appoint agents to transact any business of the association on its behalf; and
- 4.8 enter into any other contract it considers necessary or desirable.



## 5. Membership

### 5.1 Types

**5.1.1 Ordinary Member** - An ordinary member shall be a natural person who has agreed to accept the aims, objectives and principles of the association, abides by the Code of Conduct as defined by the association, abide by its rules and pay the annual (calendar year) registration.

Individual membership shall cease on:

- a. Resignation in writing (including email), delivered to the association or via post to the associations postal address, or
- b. Failure to renew membership within three months of expiry.

**5.1.2 Life Member** - The committee may of its own volition, or on receipt of a recommendation from any members, confer on any person the status of Life Membership of the association on account of:

- a. at least 10 years' service as a Course Tutor
- b. at least 10 years' service as an office volunteer
- c. at least 10 years' service on a committee or committees
- d. such other service that the association believes warrants such status. Such service may or may not be continuous.
- e. A life member shall be entitled to:
  - i. Free membership for life, with the same enrolment rights as any member
  - ii. A certificate in a form decided by the committee, and/or such other tangible evidence of Life Membership as the committee shall decide.

**5.1.3 Affiliate Member** - A person who is a paid up member of another U3A.

No additional subscription fee is required by the association if the person is a paid up member of another U3A, for the calendar year.

### 5.2 Subscriptions

- a. The subscription fees for membership shall be such sum (if any) as the committee shall determine from time to time.
- b. The subscription fees shall be payable annually on 1 January, or at a time that the committee determines.
- c. Any member whose subscription is outstanding for more than three months after the due date for Payment shall cease to be a member of the association, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

### 5.3 Resignations

A member may resign from membership of the association (see 5.1.1 above), by giving written notice to the secretary or public officer of the association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association. This includes equipment or property belonging to the association.

### 5.4 Expulsion of a member

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.

- c. The determination of the committee shall be communicated to the member, and in the event of an adverse determination, the member shall (subject to 5.4d), cease to be a member 14 days after the committee has communicated its determination to the member.
- d. It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.
- e. In the event an appeal under 5.4d above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in a general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

## **5.5 Register of members**

Registration of members must be kept and contain:

- a. The name and address of each member
- b. The year on which each member was admitted to the association, and
- c. If applicable, the date of and reason(s) for termination of membership
- d. The age of the member may also be required by the committee

## **6. The committee**

### **6.1 Powers and duties**

Management shall be vested in the committee:

- a. The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as 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.
- b. The committee has the management and control of the funds and other property of the association.
- c. The committee may appoint sub-committees for such purposes as it sees fit. The sub-committees shall report to the committee, and hold office for the duration of the defined purpose or terms of reference of the sub-committee.
- d. The committee shall have the power to employ people, on such terms and conditions and for such periods as it deems necessary, in the committee's opinion whereby the association has need for services which cannot be adequately provided by volunteers.
- e. The committee shall have 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.
- f. The committee shall appoint a public officer as required by the Act.



## **6.2 Appointment**

- a. The committee shall be comprised of a president, vice-president, secretary, treasurer, program co-ordinator, plus five general committee members.
- b. A committee member shall be a natural person.
- c. All committee positions shall be subject to re-election at each annual general meeting.
- d. A retiring committee member shall be eligible to stand for re-election. No other person shall be eligible to stand for election unless a member of the association 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 by the nominee.
- e. Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- f. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee.

## **6.3 Proceedings of Committee**

- a. The committee shall meet together for the dispatch of business at least monthly.
- b. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- c. A quorum for a meeting of the committee shall be one half of the members of the committee.
- d. A member of the committee 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 committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

## **6.4 Disqualification of committee members**

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

- a. Disqualified from being a committee member by the Act
- b. Expelled as a member under these rules
- c. Permanently incapacitated by ill health
- d. Absent without apology from more than three consecutive meetings in a financial year.
- e. No longer the duly appointed representative of the association
- f. Not a financial member with the exception of life membership, and/or honorary member.

## **7. The Seal**

The association shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the association. The affixing of the seal shall be witnessed by two committee members, at least one of whom is the president or secretary.

## **8. General meetings**

### **8.1 Annual general meetings**

- a. The committee shall call an AGM in accordance with the Act and these rules.
- b. The AGM shall be held within five months after the end of its financial year.
- c. The order of business at the meeting shall be:
  - i. Confirmation of the minutes of the previous AGM, and of any special general meeting held since that meeting.
  - ii. The consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required).
  - iii. The election of committee members
  - iv. The appointment of auditors
  - v. Any other business requiring consideration by the association in general meeting.

### **8.2 Special general meeting**

- a. The committee may call a special general meeting of the association at any time.
- b. Upon a requisition in writing of not less than 5%, of the total number of members of the association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

### **8.3 Notice of general meetings**

- a. Subject to 8.3b, at least 14 days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c. A notice may be given by the association to any member by serving the member with the notice personally, or by forwarding it to the address appearing in the register of members. (See rule 5.3).



#### **8.4 Proceedings at general meetings**

- a. 21 members to be present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse.
- c. Subject to 8.4d, the president or vice president shall preside as chairperson at a general meeting of the association.
- d. If the president or vice president is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

#### **8.5 Voting at general meetings**

- a. Subject to these rules, every member of the association has only one vote at a meeting of the association.
- b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c. Unless a secret ballot is requested by at least five members, a question for decision at a general meeting must be determined by a show of hands.

#### **8.6 Secret Ballot at general meetings**

- a. If a secret ballot is requested by at least five members, it must be conducted in a manner specified by the person presiding and the result of the secret ballot is the resolution of the meeting on that question.
- b. A secret ballot requested for the election of a person presiding or on a question of adjournment must be taken immediately, but any other secret ballot may be conducted at any time before the close of the meeting.

#### **8.7 Special and ordinary resolutions**

- a. A special resolution as is defined in the Act.
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

#### **8.8 Proxies**

A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.



## **9. Minutes**

- a. Proper minutes of all proceedings of general meetings of the association and of meetings of the committee shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- c. 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.
- d. 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.

## **10. Dispute resolution**

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between –
  - i. A member and another member.
  - ii. A member and the association.
- b. If the parties are unable to resolve the dispute, the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- c. In this rule 'member' includes any person who is a financial member of the association.

## **11. Financial reporting**

### **11.1 Financial year**

The financial year of the association shall be a period of 12 months commencing on 1 January and ending on 31 December each year.

### **11.2 Accounts to be kept**

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

### **11.3 Accounts and reports to be laid before members**

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

#### **11.4 Appointment of auditor**

- a. At each annual general meeting, the members shall appoint a person to be auditor of the association.
- b. The auditor shall hold office until the next AGM and is eligible for re-appointment.
- c. If an appointment is not made at an AGM, the committee shall appoint an auditor for the current financial year.

#### **12. Prohibition against securing profits for members**

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

#### **13. Winding up**

The association may be wound up in the manner provided for in the Act.

#### **14. Application for surplus assets**

- a. If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

#### **15. Rules**

These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.

The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.

The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all the provisions thereof.