

## **U3A Inner North Incorporated.**

### **Incorporated Association Number A43581**

## **Constitution**

### **1. Name**

The name of the incorporated Association is U3A Inner North Incorporated referred to herein as 'the Association'.

### **2. Definitions**

'Committee' means the Committee 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 1985

'Special resolution' means a special resolution defined in the Act.

'Month' shall mean a calendar month.

'In writing' includes electronic forms of writing as well as traditional forms.

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

3.1 To encourage a learning community of people who are retired or semi-retired (who are not working more than 20 hours a week) in the 'third stage of life' (the 'Third Age') and who come together to share life skills, experience and expertise.

3.2 To facilitate a program of activities that encourages co-operative investigation of a topic or area of mutual interest as a major focus.

3.3 To operate the Association in a learning climate free from discrimination.

3.4 To foster the joy of learning unrestricted by qualifications, awards or educational entry requirements.

3.5 To promote positive aging by liaising with others to improve the status, well-being and position of older people in the community.

3.6 To raise funds to further any of these aims.

### **4. Powers**

4.1 The Association shall have all the powers conferred by section 25 of the Act which are:

(i) Acquire, hold, deal with, and dispose of, any real or personal property,

- (ii) Administer any property on trust,
  - (iii) Open and operate Approved Deposit Institution accounts,
  - (iv) Invest its moneys in any security in which trust moneys may, by Act of Parliament, be invested, or in any other manner authorised by this Constitution,
  - (v) Borrow money upon such terms and conditions as the Association sees fit,
  - (vi) Give such security for the discharge of liabilities incurred by the Association as the Association sees fit,
  - (vii) Appoint agents to transact any business of the Association on its behalf,
  - (viii) Enter into any other contract it considers necessary or desirable.
- 4.2 The Association may establish and support Committees and sub-groups, for the purpose of achieving its objectives, on such terms and conditions as the Committee determines.
- 4.3 Do anything incidental to the attainment of all or any of its objectives.

## **5. Membership**

### **5.1 Types**

(a) **Ordinary members**

Persons, who agree to accept the objects of the Association, have applied in writing for membership and have met the requirements for membership including being retired or semi-retired (not working more than 20 hours a week).

Persons deemed to be registered members as at the date of the adoption of this Constitution continue to be registered members until membership ceases.

(b) **Affiliate members**

Persons who are fully paid up members of another U3A Association and who attend activities of U3A Inner North Inc.

Affiliate members have no formal voting powers.

(c) **Other Members**

The Association may establish such other classes of membership as it thinks appropriate and may determine the rights of members in each of those classes and the circumstances in which each such membership expires or ceases.

### **5.2 Subscriptions**

- (a) A membership fee may be determined from time to time by the Committee.
- (b) Membership fees are payable 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 membership on such terms as it thinks fit.

### **5.3 Resignations**

A member may resign from membership of the Association by giving written notice to the Secretary of the Association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due 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 below), 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 of the Association within 14 days after the determination of the Committee has been communicated to the member.
- (e) In the event of 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 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**

- (a) A register of members must be kept and contain:
  - (i) The name and address of each member
  - (ii) The date on which each member was admitted to the Association, and
  - (iii) If applicable, the date of and reason(s) for termination of membership.
- (b) Each member should notify the Secretary in writing of any change of address or other contact details.

## **6. The Committee**

### **6.1. Powers and duties**

- (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 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.
- (d) An Executive Committee comprising the President, Vice President, Secretary and Treasurer may deal with any urgent business of the Association arising between the meetings of the Committee. Decisions of the Executive Committee shall be subject to ratification at the next meeting of the Committee.
- (e) The Committee shall appoint a public officer as required by the Act. The public officer may be a member other than an office bearer or Committee member.

### **6.2 Appointment**

- (a) The Committee shall be comprised of a President, Vice President, Secretary, Treasurer, Program Coordinator and five Committee members (unless a larger number is approved at a General Meeting of the Association). Two positions may be held concurrently by the same person.
- (b) A Committee member shall be a natural person who is a member of the Association.
- (c) The first Committee of the Association shall be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to incorporation. The first Committee shall hold office until the first Annual General Meeting (AGM) after incorporation. At this time, all Committee positions shall be subject to re-election at each AGM.
- (d) The positions of President, Vice President, Secretary, Treasurer, Program Coordinator and the other members of the Committee shall be declared vacant at the AGM when nominations for these positions for the following year shall be called. An election will be held in the event of more than one member being nominated for a position (in the case of the President, Secretary, Treasurer or Program Coordinator) or more than the required number being nominated in the case of the remaining Committee members. A member may self-nominate.
- (e) A retiring Committee member shall be eligible to stand for re-election.
- (f) The Committee may appoint a person to fill a casual vacancy and such a Committee member shall hold office until the next AGM of the Association; shall be a voting member of the Committee until the next AGM and shall be eligible for election to the Committee.

- (g) The Committee may co-opt additional members with expertise and such Committee members shall hold office until the next AGM or for such lesser time as may be determined by the Committee. Such Committee members may vote at Committee meetings at the discretion of the Committee.

### 6.3 **Proceedings of Committee**

- (a) The Committee may meet at such dates or times that it may decide or at the direction of the President, and at least three times a year.
- (b) The President shall determine the order of business at Committee meetings.
- (c) The President shall act as an official spokesperson on behalf of the Association unless an alternative spokesperson has been approved by the Committee or general meeting or in the event that the President is unavailable or unwilling or unable to act, in which case the remaining Committee members will determine the spokesperson.
- (b) Questions arising at any meeting of the Committee shall, if not decided otherwise, be decided by a simple majority of votes.
- (c) A quorum of a Committee meeting is a simple majority of its members.
- (d) In the absence of the President, or if the President is unwilling or otherwise unable to act, the Committee shall choose one of their number as chairperson.
- (e) The chairperson, including an acting chairperson, has a casting vote only. The chairperson of a meeting shall encourage full balanced participation by all members.
- (f) 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 in respect of that contract or proposed contract.
- (g) The Secretary shall:
  - (i) Call meetings in accordance with the provisions of this constitution.
  - (ii) Keep records of the business of the Association including the constitution and policies, records of members, a register of minutes of meetings and a file of correspondence.
- (h) The Program Co-ordinator shall coordinate the program of activities in liaison with the Committee.
- (i) A committee member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.

- (j) For the purposes of this Part, a committee member participating in a committee meeting as permitted under rule 6.3 (i) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person

#### 6.4. **Disqualification of Committee members**

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

- (i) Disqualified from being a Committee member by the Act
- (ii) Expelled as a member under these rules
- (iii) Permanently incapacitated by ill health
- (iv) Absent without apology from more than four meetings in a financial year
- (v) No longer the duly appointed representative of an organisational member
- (vi) Resigns in writing
- (vii) Ceases for any reason to be a member of the Association

### 7. **General Meetings**

#### 7.1. **Annual General Meetings**

- (a) The Committee shall call an Annual General Meeting (AGM) in accordance with the Act and these rules.
- (b) The first AGM shall be held within 18 months after the incorporation of the Association, and thereafter within five months after the end of its financial year.
- (c) The order of the business at the meeting shall be:
  - (i) The 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 (if required)
  - (v) Any other business requiring consideration by the Association in general meeting if it has been included on the notice calling the meeting.
- (d) The annual general meeting may be held by the use of technology that allows members present at the meeting to clearly and simultaneously communicate with each other
- (e) All votes shall be given in person or by proxy
- (f) A member participating in an annual general meeting as permitted under rule 7.1 (d)) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person

#### 7. 2. **Special General Meeting**

- (a) The Committee may call a Special General Meeting (SGM) of the Association at any time.
- (b) Upon a requisition in writing of not less than 5 per cent of the total number of members of the Association, the Committee shall, within one month of the receipt of the requisition, convene a SGM for the purpose specified in the requisition.
- (c) Every requisition for a SGM shall be signed by the relevant members and shall state the purpose of the meeting.
- (d) If a SGM is not convened within one month, the requisitionists, or at least 50 per cent of their number, may convene a SGM. 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.
- (e) A special general meeting may be held by the use of technology that allows that members present at the meeting to clearly and simultaneously communicate with each other.
- (f) A member participating in an special general meeting as permitted under rule 7.2 (e) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **7.3. Notice of general meetings**

- (a) Subject to rule 7.3 (b), 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 sending it by post to the address appearing in the register of members or in writing by email or other electronic means.
- (d) Where a notice is sent by post:
  - (i) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
  - (ii) Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

### **7.4. Proceedings at general meetings**

- (a) Ten members 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. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- (c) The President shall preside as chairperson at a general meeting of the Association.
- (d) If the President is not present within five minutes after the time appointed for holding the meeting, or 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.
- (e) A general meeting may be held by the use of technology that allows that members present at the meeting to clearly and simultaneously communicate with each other.

#### 7.5. **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) Voting shall be by a show of hands except that
  - (i) Any contested election at an Annual General Meeting or otherwise shall be by secret ballot;
  - (ii) Any meeting of the Association may, by show of hands, require any other vote to be by ballot.
- (d) The person chairing general meetings of the Association shall have both a deliberative and a casting vote.
- (e) All votes shall be in person or by proxy.
- (f) A member participating in a general meeting as permitted under rule 7.4 (e) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person

#### 7.6 **Poll at general meetings**

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

## **7.7 Special and ordinary resolutions**

- (a) A special resolution is a resolution passed at a duly convened meeting of the members of the Association if:
  - (i) 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 Association and
  - (ii) 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 by proxy at that meeting.
- (b) A member participating in a meeting as permitted under rule 7.2 (e) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person
- (c) An ordinary resolution is a resolution passed by a simple majority at a general meeting. A member participating in a meeting as permitted under rule 7.4 (e) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person

## **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. Patron**

An Annual General Meeting or a Special General Meeting may appoint a non-voting patron or patrons of the Association for such term as the meeting shall decide.

## **10. 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.

## **11. 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) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- (d) In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

## **12. Financial reporting**

### **12.1 Financial year**

The first financial year of the Association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

### **12.2 Accounts to be kept**

- (a) 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.
- (b) The Treasurer shall:
  - (i) Keep full accounts of all moneys received, owing and expended by the Association.
  - (ii) Prepare an annual report for the Annual General Meeting.
  - (iii) Make interim financial reports, as necessary, for each Committee meeting.
- (c) Moneys received by the Association must be held in an account or accounts in the name of the Association at a designated financial institution approved by the Committee.
- (d) Payments and withdrawals shall be made by cheque, electronic or any other means as authorised by the Committee and signed by any two of authorised signatories.

**13 Prohibition against securing profits for members**

The income and property of the Association shall be applied solely towards its aims and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or profit to the members or relatives of members, except as bone fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

**14. Winding up**

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

**15. Application of surplus assets**

- (a) If after winding up the Association there remain “surplus assets” as defined by the Act, such surplus assets shall be transferred to another organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- (b) Such an organisation or organisations shall be identified and determined by a resolution of the members in a General Meeting.

**16 The Seal**

- (a) The Association shall have a common seal upon which its corporate name appears in legible characters.
- (b) The seal is only to be used with the express authorisation of the Committee, and every use of the seal must be recorded in the Minute Book. The affixing of the seal must be witnessed by any two executive members of the Committee.
- (c) The seal is kept by the Secretary.

**17 Rules**

- (a) 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.
- (b) The alteration shall be registered as required by the Act.
- (c) 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 of the provisions thereof.