

# **CONSTITUTION**

## **LAKE MACQUARIE U3A INC.**

(University of the Third Age)

### 1. **NAME**

The name of the Association shall be Lake Macquarie U3A Inc.

### 2. **OBJECTS**

The objects of the Association shall be:

- (a) to provide adult education for retired or semi-retired people over the age of 50 years in accordance with the aims of the world-wide organisation University of the Third Age;
- (b) to provide daytime courses at a minimal cost to members;
- (c) to conduct courses on a purely voluntary basis;
- (d) to encourage members to act as course leaders or tutors, to suggest courses, or offer assistance in various ways within the Association;
- (e) the Association shall be non-political and non-sectarian; and
- (f) the Association shall be a not-for-profit organisation.

### 3. **MEMBERSHIP**

- (a) Membership shall be open to all retired or semi-retired people over the age of 50 years who are interested in participating in adult education.
- (b) Admission to membership shall be by filling in the approved membership form and paying the prescribed annual fee.
- (c) Members who have met the requirements as set out in Rules 3(a) and 3(b) may enrol in as many courses as they wish during the financial year.
- (d) Membership shall be for one year from February to January. Membership may commence or be renewed at any time during the year upon observance of Rule 3(b).
- (e) Membership must be ratified each year by the filling in of the membership form and the payment of the annual fee.
- (f) Membership shall cease if the member:
  - (i) resigns in writing from the Association;
  - (ii) fails to renew membership by filling in the membership form and paying the annual fee before enrolling in courses; or
  - (iii) has had membership rescinded by the Committee.
- (g) Notwithstanding the provisions of Rules 3(b) and 3(f)(ii), a Course Leader who is visiting and giving a talk or talks, or a Course Leader who runs a course or courses but does not enrol for or attend any other course, shall be admitted to Honorary Membership during his/her period of service to the Association.

### 4. **REGISTER OF MEMBERS**

A register of members shall be kept by the Association showing the name, address and telephone number of each member, the date of commencement of membership and each subsequent year of membership. The register of members shall be kept by the Membership Officer and shall be available to the Public Officer at all times.

5. **MEMBERSHIP FEES**  
The annual membership fee shall become due and payable from the close of the Annual General Meeting.
6. **MEMBERS' LIABILITIES**  
A member of the Association shall have no liability to contribute to the payment of debts and liabilities of the Association, or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees as required by Rule 5.
7. **CONDUCT OF MEMBERS**  
Any member whose conduct is found to be contrary to the Association's Constitution may have his/her membership suspended temporarily or permanently by the Management Committee (hereinafter referred to as the "Committee"). The member may appeal against the decision either in writing or by personal representation. The Committee may then either rescind or uphold the member's suspension and forward its decision to the member in writing.
8. **RESOLUTION OF DISPUTES**
  - (a) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
  - (b) If a dispute is not resolved by mediation within three months of the referral to a community justice centre, the dispute is to be referred to arbitration.
  - (c) The Community Arbitration Act 1984 applies to any such dispute referred to arbitration.
9. **POWERS OF THE COMMITTEE**  
The Association shall have its affairs controlled and managed by a Committee which shall carry out all such duties, make policies and exercise such powers as are necessary to maintain the aims and objects of the Association, except those powers as are required by this Constitution to be exercised at a General Meeting of members.
10. **BY-LAWS**  
The Committee may from time to time make, repeal, or amend such By-Laws as it shall think expedient for the internal management of the Association. All By-Laws made by the Committee shall be binding upon members unless and until repealed by the Committee, or set aside by a Special Resolution at a General Meeting.
11. **MEMBERSHIP OF THE COMMITTEE**
  - (a) The Committee shall consist of the Office Bearers and two or more other Committee Members, all of whom shall be financial members. The Office Bearers shall be President, Vice-President, Secretary and Treasurer.
  - (b) Each member of the Committee shall hold office from the date of

election or appointment until the next Annual General Meeting. Retiring members may be eligible for re-election. All Office Bearers may only hold any particular office for a maximum of three consecutive years.

- (c) At the cessation of the term of the election to office or appointment to a position, as the case may be, each out-going Committee Member shall hand over to the Public Officer all material relevant to that position within 14 days.

## 12. **ELECTION OF COMMITTEE MEMBERS**

- (a) The Office Bearers and other members of the Committee shall be elected at the Annual General Meeting.
- (b) Nominations of candidates for election as Office Bearers or as Committee Members:
  - (i) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate; and
  - (ii) shall be delivered to the Secretary at least seven days before the date fixed for the holding of the Annual General Meeting.
- (c) If one nomination only is received for a vacant position, the person nominated shall be taken to be elected.
- (d) If more than one nomination is received for a vacant position, a secret ballot is to be held. At the conclusion of the election, all ballot papers shall be destroyed immediately by the Secretary or Returning Officer.
- (e) If insufficient nominations are received to fill all vacant positions, such positions may be filled by members appointed by the Committee.

## 13. **DISCLOSURE OF INTERESTS**

- (a) If:
  - (i) a Committee Member has a direct or indirect interest in a matter being considered or about to be considered at a Committee Meeting; and
  - (ii) the interest appears to raise a conflict with the proper performance of the Committee Member's duties in relation to the consideration of the matter, the Committee Member must, as soon as possible after the relevant facts have come to the Committee Member's knowledge, disclose the nature of the interest at a Committee Meeting.
- (b) A disclosure by a Committee Member at a Committee Meeting that the Committee Member:
  - (i) is a member, or is in the employment of a specified company or other body;
  - (ii) is a partner, or is in the employment of a specified person; or
  - (iii) has some other specified interest relating to a specified company or other body, or to a specified person,is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person that may arise after the date of the disclosure and that is required to be disclosed under Rule 13(a).

- (c) Particulars of any disclosure made under this Rule must be recorded by the Committee in a book kept for that purpose and that book must be open at all reasonable hours to inspection by any member of the Association on payment of the fee determined by the Committee.
- (d) The book must be kept in the custody of the Public Officer.
- (e) After a Committee Member has disclosed the nature of an interest in any matter, the Committee Member must not, unless the Committee otherwise determines:
  - (i) be present during any deliberation of the Committee with respect to the matter; or
  - (ii) take part in any decision of the Committee with respect to the matter.
- (f) For the purposes of the making of a determination by the Committee under Rule 13(e), a Committee Member who has a direct or indirect interest in a matter to which the disclosure relates must not:
  - (i) be present during any deliberation of the Committee for the purpose of making the determination; or
  - (ii) take part in the making by the Committee of the determination.
- (g) A contravention of this Rule does not invalidate any decision of the Committee.

14. **PRESIDENT**

The President shall preside at all meetings of the Association. If the President is absent, or unable to preside, the Vice-President, or another member of the Committee may be appointed to preside. The person presiding shall have a second or casting vote at all meetings where there is an equal division of votes.

15. **SECRETARY**

The Secretary shall ensure that all records of the business of the Association shall be kept, including minutes of all meetings. Minutes of any meeting shall be signed by the presiding officer of the next meeting. These records shall be kept in the custody of the Secretary and shall be available for inspection by any member.

16. **TREASURER**

The Treasurer shall receive all money relating to the business of the Association and deposit it into an account in the name of Lake Macquarie U3A Inc. Payments shall be as petty cash, or cheque signed by any two of the four authorised signatories, three of whom shall be Office Bearers and the fourth the Public Officer. Correct books and records relating to receipts and payments and other financial transactions shall be kept and these records shall be available for inspection by any member. The Treasurer shall submit a report on finances at each Committee and General Meeting and shall present an audited balance sheet and income and expenditure statement at the Annual General Meeting.

17. **COMMITTEE MEETINGS**

- (a) The Committee shall meet as often as is required to conduct the business of the Association and not less than six times each membership year.

- (b) Notice of Committee Meetings shall be given at the previous Committee Meeting, or by such other means as the Committee may decide upon. Time and place of meetings shall be agreed upon by the Committee.
- (c) Any five members of the Committee constitute a quorum for the transaction of the business of a Committee Meeting, provided all Committee Members have been notified. Of that five, at least two shall be Office Bearers.
- (d) The Committee shall have power to fill casual vacancies, or to appoint sub-committees.
- (e) A casual vacancy occurs if a Committee Member:
  - (i) resigns from office;
  - (ii) is absent from three consecutive Committee Meetings without leave of absence; or
  - (iii) is suspended as a member of the Association.
- (f) Each person present shall have one vote and where there is an equal division of votes the person presiding shall have a second or casting vote.

18. **GENERAL MEETINGS**

- (a) The Committee shall call a General Meeting as the business of the Association may require.
- (b) A quorum at a General Meeting shall be 10% of the financial members of the Association present, or voting by proxy.
- (c) The date and place of General Meetings shall be advised in writing at least three weeks in advance.
- (d) Voting at General Meetings shall be by show of hands, proxy, or by ballot if so requested, and is carried by a simple majority.
- (e) At the conclusion of the meeting all ballot papers shall be destroyed by the Secretary, or Returning Officer.

19. **ANNUAL GENERAL MEETINGS**

- (a) The Annual General Meeting shall be held at a time, date and place after completion of the financial year, and as advised by the Committee.
- (b) A quorum at an Annual General Meeting shall be 10% of the financial members of the Association present, or voting by proxy.
- (c) Voting at Annual General Meetings shall be by show of hands, proxy, or by ballot if so requested, and is carried by a simple majority.
- (d) At the conclusion of the meeting all ballot papers shall be destroyed by the Secretary, or Returning Officer.
- (e) The business of the Annual General Meeting shall be:
  - (i) to confirm the minutes of the previous Annual General Meeting;
  - (ii) to receive reports from the Committee concerning the activities of the Association during the preceding year;
  - (iii) to receive and consider the annual financial statement;
  - (iv) to elect the Office Bearers and other Committee Members; and
  - (v) to determine annual membership fees.

20. **SPECIAL RESOLUTIONS**

- (a) A notice of motion of a Special Resolution shall be in the hands of the Secretary at least one Committee meeting prior to the General Meeting at which it is to be submitted.
- (b) A Special Resolution may be passed at a General Meeting if:
  - (i) a copy of the Special Resolution has been distributed to members in writing at least fourteen days prior to the meeting at which it is to be considered; and
  - (ii) there are at least 10% of the financial members present, or voting by proxy and it is carried by at least 75 % of those entitled to vote.
- (c) A Special Resolution must be passed at a General Meeting to effect the following:
  - (i) a change in the name of the Association;
  - (ii) a change to the Constitution of the Association; or
  - (iii) to voluntarily wind up the Association and, subject to the prior satisfaction of all debts and liabilities of the Association, the remaining funds and assets shall be transferred to another organization which has similar objects, and which is not operated for the profit or gain of its individual members.

21. **SPECIAL GENERAL MEETINGS**

A Special General Meeting shall be called by the Secretary:

- (a) if so directed by the Committee; or
- (b) if a written request has been received from at least 10% of the financial members of the Association. Such a request shall specify the purpose of the meeting. No other business shall be considered except that for which the meeting has been called;
- (c) provided that notice of the Special General Meeting has been given to all members in writing at least fourteen days before the meeting.

22. **PROXIES**

- (a) A financial member of the Association who is unable to attend a General, or Annual General Meeting, may grant one proxy in writing to one other financial member of the Association. The proxy form (see Appendix 1 to this Constitution) must state:
  - (i) the name and address of the member granting the proxy;
  - (ii) the name and address of the member to whom the proxy is granted; and
  - (iii) the meeting, date, or adjourned or postponed date for which the proxy is valid.
- (b) A member of the Association may hold only one proxy, but may exercise the proxy on any issue which is to be determined by vote during the meeting for which the proxy is valid.
- (c) All proxies shall be in the hands of the Secretary before the commencement of the meeting for which they are valid. At the conclusion of the meeting, all proxies shall be destroyed immediately by the Secretary or Returning Officer.

23. **INSURANCE**

The Association shall effect and maintain Public Liability Insurance, together with any other insurance regarded as necessary by the Committee.

24. **FUNDS - SOURCE**

The funds of the Association shall be derived from the annual fees of members, donations, bequests, grants and such other sources as approved by the Committee.

25. **FUNDS - MANAGEMENT**

- (a) The funds of the Association shall only be used for the promotion of the objects of the Association as set out in Rule 2 and shall not be paid or transferred to any member or person, except in reimbursement of any expenses authorised by the Committee and incurred on behalf of the Association.
- (b) An audited balance sheet of the assets and liabilities of the Association together with an abstract of the income and expenditure for the previous financial year shall be presented at the Annual General Meeting.
- (c) The financial year of the Association shall be from 1st November to 31st October of the succeeding year.

26. **PUBLIC OFFICER**

The Committee shall appoint a financial member of the Association as Public Officer. It shall be the responsibility of the Public Officer to maintain and keep custody of the register of members of the Committee, showing names, addresses and dates of election or appointment. Should a vacancy occur in the position of Public Officer, the Committee shall, within fourteen days, inform the Office of Fair Trading and appoint a new Public Officer. The Public Officer shall hand over to a new incumbent to a Committee position all relevant material within 14 days of receipt of the material.

27. **INVOLUNTARY WINDING-UP OF ASSOCIATION**

In the event of the Association being wound up for any reason other than that referred to in Rule 20(c)(iii), subject to the prior satisfaction of all debts and liabilities of the Association, the remaining funds and assets shall be transferred to another organization which has similar objects, and which is not operated for the profit or gain of its individual members.

**APPENDIX 1**



P.O. Box 782, Toronto, N.S.W. 2283

**PROXY VOTING FORM**  
**(Rule 22)**

**NOTE:**

- (a) This proxy form is only valid if the member making the nomination, and the nominated member, are financial members of the Association.
- (b) Only one proxy may be appointed by a member for the meeting specified in this proxy.
- (c) This proxy form must be delivered to the Secretary of the Association prior to the start of the meeting referred to in this proxy.

I, .....  
(Print name)

of .....  
(Print address)

being a financial member of the Lake Macquarie U3A Inc., hereby appoint

.....  
(Print name)

of .....  
(Print address)

as my proxy to vote on my behalf at the General Meeting / Annual General Meeting of the  
Lake Macquarie U3A Inc. to be held on ..... or the date to which that  
meeting has been adjourned or postponed.  
(Date)

Signed .....

Dated this ..... day of ....., .....  
(Month) (Year)