



UNIVERSITY OF THE THIRD AGE

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## CONSTITUTION /ASSOCIATION RULES

Approved by Members of U3A Bairnsdale & District  
at the Special General Meeting  
held on 13<sup>th</sup> July 2022

## CONSTITUTION/RULES OF ASSOCIATION

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## PART 1—PRELIMINARY

### 1 NAME

The name of the incorporated association is U3A Bairnsdale & District Incorporated, abbreviated in this document to 'U3A Bairnsdale'.

U3A is an abbreviation of University of the Third Age.

### 2 PURPOSES

The purposes of the association are: -

- (1) To provide, in a respectful community, programs for retirees and other persons who are not engaged in full time employment
- (2) To provide these programs in the Shire of East Gippsland
- (3) To provide programs that are cultural, intellectual, physical, socially inclusive and include recreational pastimes aimed at enhancing the quality of life, knowledge, skills and attitudes of the senior members of society.
- (4) To provide programs that are irrespective of participant's background, qualifications or financial circumstances.
- (5) To co-operate with similar or like-minded organisations as appropriate to the furthering of the Association's purposes.
- (6) To promote the concept of U3A in the Shire of East Gippsland and to seek and maintain links with other similar organisations locally, nationally and internationally.
- (7) To control and apply the assets and income of the Association solely for the development and achievement of these purposes.
- (8) To encourage members to participate fully in the activities of the Association including - acting as tutors, class leaders, lecturers, assisting with Administration and other functions necessary in an organisation of this size.

### 3 FINANCIAL YEAR

The financial year of the Association is each period of 12 months ending on 31 December.

### 4 DEFINITIONS

In this Constitution—

**absolute majority** of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting).

**associate member** means a member referred to in rule 8(2).

**association** means U3A Bairnsdale & District Incorporated

**chair** of a general meeting or committee meeting means the person chairing the meeting as required under rule 44.

**committee** means the Committee having management of the business of the Association.

**committee meeting** means a meeting of the Committee held in accordance with this Constitution.

**committee member** means a member of the Committee elected or appointed under Part 5 Division 3.

**constitution** means this document.

**disciplinary appeal meeting** means a meeting of the members of the Association convened under Part 3 rule 23.

**disciplinary meeting** means a meeting of the Committee convened for the purposes of rule 21.

**disciplinary subcommittee** means the subcommittee appointed under rule 20.

**financial year** means the 12-month period specified in rule 3.

**general meeting** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting, and a disciplinary appeal meeting.

**Member/ ordinary member** means a financial member of the U3A Bairnsdale & District Inc

**member entitled to vote** means a full financial member or life member

**rules** mean the individual clauses of this Constitution.

**special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting whether in person or by proxy, to vote in favour of the resolution;

**the Act** means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act.

**the Registrar** means the Registrar of Incorporated Associations.

**Third age** means members of U3A who have retired from full time work.

## **PART 2—POWERS OF ASSOCIATION**

### **5 POWERS OF ASSOCIATION**

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), 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) secure the repayment of money raised or the payment of a debt or liability.
  - (e) appoint agents to transact business on its behalf.
  - (f) enter any contract it considers necessary or desirable.
- (3) The Association may exercise its powers and use its income and assets (including any surplus) only for its purposes.

### **6 NOT FOR PROFIT ORGANISATION**

- (1) The Association must not distribute any surplus, income, or assets directly or indirectly to its members.
- (2) Subrule (1) 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.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **DIVISION 1—MEMBERSHIP**

#### **7 MINIMUM NUMBER OF MEMBERS**

The minimum number of full and life members shall be 30

#### **8 CATEGORIES OF MEMBERSHIP**

Any person who supports the purposes of the Association is eligible for membership in one of the following categories. No educational entry levels are required for membership. There will be no examinations and no awards or qualifications will be given.

- (1) An Ordinary Member is a person for whom U3A Bairnsdale is their primary U3A and who pays the full annual membership fee. (Sometimes referred to as an active member).
- (2) An Associate Member is a person who is an ordinary member of another U3A. Associate members pay an annual membership fee which may be less than the ordinary membership fee.
- (3) A Life Member is a person who is retired or semi-retired and who in the opinion of the Committee has given outstanding service to U3A Bairnsdale. Life members pay no annual fee.
- (4) Honorary Members are unpaid visiting tutors, lecturers and presenters who are not eligible for ordinary membership but who are giving a course of multiple sessions. Such persons, on the recommendation of the Committee, may be given Honorary Membership for that year.
- (5) Discretionary membership. The committee may allow any person over the age of 18 years to become a Discretionary member with or without conditions and with or without payment of a fee if the committee believes that such membership will support the delivery of a program or service to U3A Bairnsdale.
- (6) An Inactive member is a person whose name remains on the Register of members [refer Rule 17] but who has not paid the current annual membership fee. An Inactive member may choose to re-join at any time and resume active membership subject to Rule 12(2), on payment of the current annual membership fee.

There are no other categories of membership.

#### **9 APPLICATION FOR MEMBERSHIP**

Application for membership shall be made either through the U3A Bairnsdale website or on submission of the membership form delivered to the Secretary, and accompanied by payment of the current annual fee in accordance with Rule 11

#### **10 NEW MEMBERSHIPS**

1. The Secretary must, as soon as practicable, ensure the name and address of the new member, and the date of becoming a member, is entered in the register of members.

2.A person becomes a member of the Association and, subject to rule 12, is entitled to exercise his or her rights of membership subject to Rule 12(3)(a).

## **11 ANNUAL SUBSCRIPTION AND JOINING FEES**

- (1) U3A Bairnsdale has no separate joining fee.
- (2) Annual membership fees for each financial year will be established by the committee subject to subrule (4)
- (3) The Committee may determine a differential between Ordinary membership and Associate membership fees, and may determine a reduced fee for Members who join in the second half of the year.
- (4) Any membership fees established by the Committee are required to be confirmed at each Annual General Meeting.
- (5) Details of the fees established by the Committee for any year are required to be published on the U3A Bairnsdale website at least two months before the start of that year

## **12 GENERAL RIGHTS AND OBLIGATIONS OF MEMBERS**

- (1) Only Ordinary and Life members are entitled to vote, subject to subrule 12(3).
- (2) A member of the Association 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 this Constitution; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 73; and
  - (f) to inspect the register of members, free of charge, and
  - (g) to stand for election to the Committee
- (3) A member is entitled to vote if—
  - (a) more than 10 business days have passed since he or she became a member of the Association or resumed active membership, and
  - (b) the member's subscription is up to date, and
  - (c) the member's membership rights are not suspended for any reason.
- (4) Ordinary members, Associate members, Life members and Discretionary members may attend as many classes as they wish in a year, subject to there being places available when they seek to enrol in a class. Honorary members may attend U3A Bairnsdale classes by invitation.
- (5) Ordinary members of the Association who are entitled to vote are expected to contribute to the running of U3A Bairnsdale.

## **13 RIGHTS NOT TRANSFERABLE**

The rights of a member are not transferable and end when membership ceases or becomes inactive at the end of a financial year.



## **14 CEASING MEMBERSHIP**

- (1)** The membership of a person ceases on resignation, expulsion or death.
- (2)** If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, ensure the date the person ceased to be a member is entered in the register of members.
- (3)** Membership becomes inactive in the event that the member fails to pay the annual membership fee;

## **15 RESIGNING AS A MEMBER**

A member may resign by notice in writing given to the Association.

## **16 REGISTER OF MEMBERS**

The Secretary must ensure that a register of members is maintained that includes for each Member-

- (i)** the member's name.
- (ii)** the address for notice last given by the member.
- (iii)** the date of becoming a member.
- (iv)** the category of membership, including whether active or inactive;
- (v)** Date of cessation of membership through resignation or death, or when the membership became inactive or when membership was reactivated;

## **DIVISION 2 - DISCIPLINARY ACTION**

### **17 GROUNDS FOR TAKING DISCIPLINARY ACTION**

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a)** has failed to comply with this Constitution; or
- (b)** refuses to support the purposes of the Association; or
- (c)** has engaged in conduct prejudicial to the Association.

### **18 DISCIPLINARY SUBCOMMITTEE**

- (1)** If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2)** The members of the disciplinary subcommittee—
  - (a)** may be Committee members, members of the Association or anyone else; but
  - (b)** must not be biased against, or in favour of, the member concerned.

### **19 NOTICE TO MEMBER**

- (1)** Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

- (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (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 he or she may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting.
    - (ii) 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 22.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **20 DECISION OF SUBCOMMITTEE**

- (1) 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.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) subject to subrule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) 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.

## **21 APPEAL RIGHTS**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) 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.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
- (a) specify the date, time, and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) 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.

## **22 CONDUCT OF DISCIPLINARY APPEAL MEETING**

- (1) At a disciplinary appeal meeting—
- (a) no business other than the question of the appeal may be conducted; and
  - (b) the Committee 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.
- (2) After complying with subrule (1), 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.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## **DIVISION 3—GRIEVANCE PROCEDURE**

### **23 APPLICATION**

- (1) The grievance procedure set out in this Division applies to disputes under this Constitution between—
- (a) a member and another member.
  - (b) a member and the Committee.
  - (c) a member and the Association.
- (2) 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.

### **24 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.

### **25 APPOINTMENT OF MEDIATOR**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must within 14 days—

- (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
    - (ii) if the dispute is between a member and the Committee or the Association— a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association 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.

## **26 MEDIATION PROCESS**

- (1) The mediator to the dispute, in conducting the mediation, must—
- (a) give each party every opportunity to be heard; and
  - (b) allow 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.
- (2) The mediator must not determine the dispute.

## **27 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.

## **PART 4—GENERAL MEETINGS OF THE ASSOCIATION**

### **28 ANNUAL GENERAL MEETINGS (AGM)**

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) In Preparation for an Annual General Meeting (AGM) the Committee must, at least six weeks before the date set for the annual general meeting:
- (a) Inform Members of all Committee positions that will become vacant at the AGM, and
  - (b) Call for Nominations in accordance with Rule 49 for all positions that will become vacant at the AGM, and

- (c) Initiate the procedure for election of members to fill vacant Committee positions in accordance with Division 3, rules 47 to 52 inclusive, including:
    - (i) the appointment as Returning Officer, a member who is eligible to vote, and who has not nominated for any of the vacant committee positions.
    - (ii) the issue of ballot papers to members eligible to vote, not less than 14 days prior to the date set by the Committee for the AGM, on the basis of nominations received in accordance with sub-rule 3(b) and Rule 49.
    - (iii) If only a single nomination is received for a vacant Officer bearer position, no ballot paper need be issued, but members eligible to vote must be advised accordingly;
  - (d) The Returning Officer will collate and keep secret until the AGM all ballot papers returned by members
- (4) The ordinary business of the annual general meeting is as follows—
- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then.
  - (b) to receive and consider
    - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act.
  - (c) to finalise the election of the members of the Committee.
  - (d) to confirm, on the recommendation of the Committee, the amounts (if any) of the annual membership fees;
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with this Constitution.

## **29 SPECIAL GENERAL MEETINGS**

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 32 may be conducted at the meeting.

## **30 SPECIAL GENERAL MEETING HELD AT THE REQUEST OF MEMBERS**

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of Ordinary and Life members entitled to vote.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and

- (c) include the names and signatures of the Ordinary and Life members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
- (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may consider only the business stated in that request.

### **31 NOTICE OF GENERAL MEETINGS**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting: or
  - (b) at least 21 days' notice of a general meeting in any other case.
- (2) The notice must—
- (a) specify the date, time, and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
  - (d) comply with rule 32(5)
- (3) This rule does not apply to a disciplinary appeal meeting.

### **32 PROXIES**

A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.

- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 31 must—

- (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

### **33 USE OF TECHNOLOGY**

- (1) A member not physically present at a general meeting may be permitted by the Chair of the meeting to participate in the meeting using technology that allows that member, and the members present at the meeting to communicate clearly and simultaneously with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member is entitled to vote, votes at the meeting, is taken to have voted in person.

### **34 QUORUM AT GENERAL MEETINGS**

- (1) No business may be conducted at a general meeting unless a quorum of members entitled to vote is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under Rule 33) of at least 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, members under rule 31— the meeting must be dissolved; and the business it was to consider is deemed to have lapsed.
  - (b) in any other case—
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting and entitled to vote (if not fewer than 12) may proceed with the business of the meeting as if a quorum were present.

### **35 ADJOURNMENT OF A GENERAL MEETING**

- (1) The Chair of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting and entitled to vote, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with this business; or

- (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 32.

### **36 VOTING AT GENERAL MEETINGS**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally or by proxy and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- (3) If the question is whether to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 21.

### **37 SPECIAL RESOLUTIONS**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

### **38 DETERMINING WHETHER A RESOLUTION IS CARRIED**

- (1) Subject to subsection (2), the Chair of a general meeting may, based on a show of hands, declare that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lostand an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
  - (a) the poll must be taken at the meeting in the manner determined by the Chair of the meeting; and
  - (b) the Chair must declare the result of the resolution based on the poll.
- (3) A poll demanded on the election of the Chair or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.



## **39 MINUTES OF GENERAL MEETING**

- (1)** The Committee must ensure that minutes are taken and kept of each general meeting.
- (2)** The minutes must record the names of the members attending the meeting, the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3)** In addition, the minutes of each annual general meeting must include—
  - (a)** the names of the members attending the meeting; and
  - (b)** proxy forms given to the Chairperson of the meeting under rule 32(6); and
  - (c)** the financial statements submitted to the members in accordance with rule 29(4)(b)(ii); and
  - (d)** the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association: and
  - (e)** any audited accounts and auditor’s report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5—COMMITTEE**

### **DIVISION 1—POWERS OF COMMITTEE**

#### **40 ROLE AND POWERS**

- (1)** The business of the Association must be managed by or under the direction of the Committee
- (2)** The Committee may exercise all the powers of the Association except those powers that this Constitution or the Act require to be exercised by general meetings of the members of the Association.
- (3)** The Committee may—
  - (a)** appoint and remove staff.
  - (b)** establish subcommittees consisting of members with terms of reference it considers appropriate.
  - (c)** For the efficient running of the association, determine and approve policies and procedures. Approved policies will be available on the web and on file in hard copy.

#### **41 DELEGATION**

- (1)** The Committee may delegate to a member of the Committee, a subcommittee, or staff, any of its powers and functions other than—
  - (a)** this power of delegation; or
  - (b)** a duty imposed on the Committee by the Act or any other law.
- (2)** The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3)** The Committee may, in writing, revoke a delegation wholly or in part.

## **DIVISION 2—COMPOSITION OF COMMITTEE AND DUTIES OF MEMBERS**

### **42 COMPOSITION OF THE COMMITTEE**

- 1.** The Committee consists of –
  - (a)** a President; and
  - (b)** a Vice-President; and
  - (c)** a Secretary; and
  - (d)** a Treasurer; and
  - (e)** 6 ordinary members
- 2.** Each Office bearer of the Committee holds office for a period of two years, commencing at the AGM at which they have been elected;
- 3.** Each Ordinary Committee member holds office for a period of two years, commencing at the AGM at which they have been elected, excepting that at the first AGM following implementation of these amended Rules, a maximum of three of the ordinary members will hold office for two years, with the remaining ordinary members holding office for only one year.

### **43 GENERAL DUTIES**

- (1)** As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with this Constitution and the Act.
- (2)** The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with this Constitution.
- (3)** Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4)** Committee members must exercise their powers and discharge their duties—
  - (a)** in good faith in the best interests of the Association; and
  - (b)** for a proper purpose.
  - (c)** observe privacy rules
- (5)** Committee members and former committee members must not make improper use of their position; or information acquired by virtue of holding their position to gain an advantage for themselves or any other person or to cause detriment to the Association
- (6)** In addition to any duties imposed by this Constitution, the Committee must perform any other duties imposed from time to time by resolution at a general meeting.

### **44 PRESIDENT AND VICE PRESIDENT**

- (1)** the President or, in the President's absence, the Vice President is the Chair for any general meetings and for any committee meetings.
- (2)** If the President and the Vice President are both absent, and are unable to preside, the Chair of the meeting must be—
  - (a)** in the case of a general meeting—a member who is eligible to vote elected by the other members eligible to vote present; or

- (b) in the case of a committee meeting—a committee member elected by the other committee members present.

#### **45 SECRETARY**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
  - (a) oversee the register of members in accordance with rule 17; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 68 (3), all books, documents and securities of the Association in accordance with rules 70 and 73; and
  - (c) subject to the Act and this Constitution, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by this Constitution.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **46 TREASURER**

- (1) The Treasurer must—
  - (a) account for all moneys paid to or received by the Association and ensure receipts are issued in the name of the Association in accordance with current business practice; and
  - (b) make any payments authorised in accordance with the policies of the Association; and
  - (c) ensure funds are managed in accordance with rule 67.
- (2) The Treasurer must—
  - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) co-ordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

### **DIVISION 3—ELECTION OF COMMITTEE MEMBERS AND TENURE OF OFFICE**

#### **47 ELIGIBILITY TO BE A COMMITTEE MEMBER**

- (1) A member is eligible to be elected or appointed as a committee member subject to subrule (2), if the member is entitled to vote at a general meeting.
- (2) A person who has been a member of the committee for 2 consecutive terms each of two years is not eligible to be elected to a third term unless, for one year or more, the person has not been a member of the committee.

#### **48 POSITIONS TO BE DECLARED VACANT AT THE ANNUAL GENERAL MEETING**

- (1) After the annual report and financial statements of the Association have been received, the Chair of the annual general meeting must :
  - a declare all positions that have become vacant in accordance with the advice given to members under Rule 29(3), and then
  - b list the nominations received by the Committee for each vacant position consequent on the advice given to members in accordance with Rule 29(3).
- (2) Notwithstanding subrule (1), all members of the current committee will remain in office until the conclusion of the annual general meeting.

#### **49 NOMINATIONS**

- (1) Nominations of candidates for election of the Committee shall be –
  - (a) in writing on the appropriate form, signed by two members eligible to vote and accompanied by the written consent of the candidate endorsed on the form of nomination; and
  - (b) delivered to the Secretary not less than 21 days before the date of the Annual General Meeting; and
  - (c) stating the committee position or positions for which they are seeking election and
  - (d) be accompanied by a short statement in support of his or her election
- (2) Notwithstanding subrule (1) :
  - (a) A member may nominate for more than one committee position, as an office bearer and/or as an ordinary member;
  - (b) a member who is nominated for a position and fails to be elected to that position may then be considered in the ballot for any other position for which that person has nominated in accordance with subrule (1), and for which an election is yet to be held.

#### **50 ELECTIONS OF OFFICE BEARERS**

- (1) At the annual general meeting the Returning Officer will finalise the election for each position (if any) that has been declared vacant under Rule 29(3) :
  - (a) President.
  - (b) Vice-President.
  - (c) Secretary.
- (2) Treasurer. If only one member has been nominated for a vacant position, the Chairperson of the meeting must declare that member elected to the position.
- (3) If more than one member has been nominated for a vacant position, a ballot must be held in accordance with rule 52
- (4) Newly elected office bearers take office as at the conclusion of the annual general meeting.

#### **51 ELECTION OF ORDINARY COMMITTEE MEMBERS**

- (1) At the AGM the Returning Officer will finalise the election for the vacant positions as ordinary committee members.
- (2) A single election may be held to fill all those positions.

- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, no ballot will be held and the Chair of the meeting must declare each of those members to be elected to the position.
- (4) If more members have been nominated than there are vacant positions, a ballot must be held in accordance with rule 52
- (5) The newly elected committee members take office as at the conclusion of the annual general meeting.
- (6) The immediate past president (if any) may participate on committee for one year but with no voting rights

## **52 BALLOT**

- (1) Once nominations have been received in accordance with Rule 29(3) and if a ballot is required in accordance with Rules 50 and 51, ballot papers will be forwarded to members in accordance with Rule 29(3).
- (2) The election must be by secret ballot
- (3) Ballot papers will be allotted a number and initialled by the Returning Officer when provided to a member.
- (4) Ballot papers are to be returned to the locked voting box in the U3A Bairnsdale Office.
- (5) Any member eligible to vote and not attending the AGM in person, and who wishes to cast their vote, must either :
  - a. return their ballot paper no later than 24 hours prior to the commencement of the AGM, or
  - b. provide their ballot paper to their proxy holder authorised in accordance with Rule 32.
- (6) Any member eligible to vote and attending the AGM in person may provide their ballot paper to the Returning Officer at the meeting when required to do so;
- (7) The Returning Officer will collate all votes cast both prior to the AGM and at the AGM and present the results to the AGM in accordance with the direction of the Chair of the AGM.
- (8) If the ballot is for more than one position, an optional preferential voting system will be used:
  - a. On the ballot paper there will be a box adjacent to each candidate nominated;
  - b. The voter must number each box in the order of their choice of candidate.
  - c. For the ballot for Office bearer positions, the voter may number only as many boxes as they wish
  - d. For the ballot for ordinary committee members the voter must number only as many boxes of their choice that corresponds with the number of positions declared vacant:
- (9) Ballot papers that do not comply with subrule (8) will be declared invalid and not counted
- (10) The Returning Officer must announce the results of each ballot in accordance with the directions of the Chair of the AGM.
- (11) The Chair of the AGM must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes as advised by the Returning Officer.
- (12) If the returning officer has advised the result of any ballot under subrule (10) in which 2 or more candidates have received the same number of votes, the Returning Officer must: -
  - (a) conduct a further election for the position; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

## **53 TERM OF OFFICE**

- (1) A person elected to the committee holds office for a period of two years until the conclusion of their term at the next annual general meeting.
- (2) Half of the ordinary committee members will be eligible for re-election each year.

- (3) In the first year of implementation of these amended Rules, half of the ordinary committee members will be elected for only one year, and the other half for two years.
- (4) The members to be elected for a term of two years will be those who receive the majority of votes cast at the ballot conducted under Rule 52
- (5) A general meeting of the Association may—
  - (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (6) A member who is the subject of a proposed special resolution under subrule (5)(a) may make representations in writing to the Secretary or the President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (7) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

#### **54 VACATION OF OFFICE**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
  - (a) ceases to be a member of the Association; or
  - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 65; or
  - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

#### **55 FILLING CASUAL VACANCIES**

- (1) The Committee may appoint an eligible member, as determined in accordance with Rule 47, to fill a position on the Committee that—
  - (a) Has become vacant under rule 54; or
  - (b) Was not filled by election at the last annual general meeting.
- (2) The person filling a casual vacancy fills that position until the next AGM;
- (3) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (4) Rule 54 applies to any committee member appointed by the Committee under subrule 55(1).
- (5) The Committee may continue to act despite any vacancy in its membership.

#### **DIVISION 4—MEETINGS OF COMMITTEE**

##### **56 MEETINGS OF COMMITTEE**

- (1) The Committee must meet at least 6 times in each year at the dates, times and places determined by the Committee.

- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) The President or any 4 members of the Committee may convene a special committee meeting.
- (4) Meetings, when necessary, may be conducted by electronic means.

## **57 NOTICE OF MEETINGS**

- (1) Notice of each committee meeting must be given to each committee member no later than 7 working days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at a special committee meeting is the business for which the meeting is convened.

## **58 URGENT MEETINGS**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

## **59 PROCEDURE AND ORDER OF BUSINESS**

- (1) The procedure to be followed at a meeting of a committee must be determined from time to time by the Committee.
- (2) The members may determine the order of business present at the meeting.

## **60 USE OF TECHNOLOGY**

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting using technology that allows that committee member, and the committee members present at the meeting, to communicate clearly and simultaneously with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **61 QUORUM**

- (1) No business may be conducted at a committee meeting unless a quorum is present.

- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of more than half of the committee members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - in the case of a special meeting—the meeting lapses.
  - in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 57.

## **62 VOTING**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by this Constitution to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

## **63 CONFLICT OF INTEREST**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.
- (3) 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 member has in common with all, or a substantial proportion of, the members of the Association.

## **64 MINUTES OF MEETING**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting.
  - (b) the business considered at the meeting.
  - (c) any resolution on which a vote is taken and the result of the vote.
  - (d) any material personal interest disclosed under rule 63.



## **65 LEAVE OF ABSENCE**

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## **PART 6—FINANCIAL MATTERS**

### **66 SOURCE OF FUNDS**

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

### **67 MANAGEMENT OF FUNDS**

- (1) The Association must open accounts with financial institutions from which all expenditure of the Association is made and into which all the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer or President to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, electronic transfers and other financial instructions must be authorised by two committee members.
- (5) All funds of the Association must be deposited promptly into a financial account of the Association.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### **68 FINANCIAL RECORDS**

- (1) The Association must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

### **69 FINANCIAL STATEMENTS**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements.

- (b) if required, the review or auditing of the financial statements.
- (c) the certification of the financial statements by the Committee.
- (d) the submission of the financial statements to the annual general meeting of the Association.
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements, and fee.

## **PART 7—GENERAL MATTERS**

### **70 COMMON SEAL**

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - (a) the name of the Association must appear in legible characters on the common seal.
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members.
  - (c) the common seal must be kept in the custody of the Secretary.

### **71 REGISTERED ADDRESS**

The registered address of the Association is 27 Dalmahoy St Bairnsdale Victoria 3875

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

### **72 NOTICE REQUIREMENTS**

- (1) Any notice required to be given to a member or a committee member under this Constitution may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 58.
- (3) Any notice required to be given to the Association or the Committee may be given—
  - (a) by handing the notice to a member of the Committee; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Committee determines that it is appropriate in the circumstances—
    - (i) by email to the email address of the Association or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Association.

## 73 CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- (1) Members may on request inspect free of charge—
  - (a) the register of members.
  - (b) the minutes of general meetings.
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Committee 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 or the privacy of the individual.
- (3) The Committee must on request make copies of this Constitution available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule— relevant **documents** mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
  - (a) its membership records.
  - (b) its financial statements.
  - (c) its financial records.
  - (d) records and documents relating to transactions, dealings, business, or property of the Association.

## 74 WINDING UP AND CANCELLATION

- (1) The Association may be wound up voluntarily by special resolution of a general meeting of the Association.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

## 75 ALTERATION OF CONSTITUTION

This Constitution may be altered only by special resolution passed at a general meeting of the Association.