

CONSTITUTION
TUGGERAH LAKES U3A Inc*
*as amended by Special Resolution on 7 December 2017

1. NAME

The name of the Association shall be Tuggerah Lakes U3A Inc.

2. OBJECTS

The Objects of the Association shall be:-

- 2.1. to provide Adult Education courses 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;
- 2.2. to provide daytime courses at a minimal cost to members;
- 2.3. to conduct courses on a purely voluntary basis;
- 2.4. to encourage members to act as course leaders or tutors, to suggest courses, or offer assistance in various ways in the organisation of the programme;
- 2.5. to remain non-political, non-sectarian and non-fund raising.

3. MEMBERSHIP

- 3.1. Membership shall be open to those who subscribe to the Objects of the Association.
- 3.2. Admission to Membership shall be by completing the approved membership form and paying the prescribed annual fee.
- 3.3. Membership shall be for one calendar year from January to December.
- 3.4. Membership must be ratified each year by payment of the annual fee.
- 3.5. Membership shall cease on resignation in writing from the Association, termination by the Committee, failure to pay the subscription within three months of the due date or death.
- 3.6. All complaints involving members of the Association shall be referred to the Committee.
- 3.7. Private and personal views on politics, religion and race shall only be expressed, if relevant, at courses on these subjects.
- 3.8. There shall be provision for the appointment of Life Members. Motions for such appointment shall be made as Special Resolutions.

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 available for inspection by any member and shall be used only for the purposes of managing the Association and its activities and for compliance with any law.

5. FEES AND SUBSCRIPTIONS

The membership for one calendar year shall be \$25.00 or such other fee as may be determined from time to time by the committee.

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. DISCIPLINING OF MEMBERS

Any member accused of conduct contrary to the aims and rules of the Association may have his/her membership suspended temporarily or permanently by the Management Committee. The member may appeal against the decision either in writing or by personal representation. The Management Committee may then either rescind or uphold the member's suspension and forward its decision to the member in writing.

7A. RESOLUTION OF INTERNAL DISPUTES

- 7A.1 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.
- 7A.2 If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 7A.3 The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

THE MANAGEMENT COMMITTEE

8. POWERS OF THE MANAGEMENT COMMITTEE

The Association shall have its affairs controlled and managed by a Management Committee which shall carry out all such duties and have all such powers as are required to maintain the aims and objects of the Association except those that are required by these rules to be exercised at a General Meeting of members.

9. MEMBERSHIP OF MANAGEMENT COMMITTEE

- 9.1. The Management Committee shall consist of the office bearers and two or more other Committee members. The office bearers shall be the President, Vice-President, Secretary and Treasurer. Every member of the Management Committee shall be a member of the Association aged 18 years or more and ordinarily resident in Australia.
- 9.2. The office bearers and other members of the Committee shall be elected at the Annual General Meeting. If no nomination is received at the Annual General Meeting for any position then the position may be filled by a member appointed by the Management Committee.
- 9.3. Each member of the Management 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. The President and the Vice-President may be re-elected to those positions for not more than 3 consecutive one-year terms, but may re-nominate for those positions after a gap of one year, and may nominate for any other position at any election. All other Committee members may stand for re-election at any time.

10. 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 Chairperson shall have a casting vote at all meetings.

11. 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.

12. TREASURER

The Treasurer shall receive all money relating to the business of the Association and deposit it into an account in the name of the Association. Payments shall be as petty cash or cheque signed by any two of the three authorised cheque signatories. Correct books and records relating to receipts and payments and other financial transactions shall be kept and these books and records shall be kept under the custody or control of the Treasurer and shall be available for inspection by any member. The Treasurer shall submit a report on finances at each Committee and General Meeting and after the end of the financial year shall prepare financial statements for the year meeting the requirements of the Act for presentation at the Annual General Meeting..

13. MEETINGS AND QUORUM

- 13.1. The Management Committee shall meet as often as is required to conduct the business of the Association and not less than four times each calendar year. Further meetings may be convened by the President or shall be convened by the Secretary at the request of three (3) Committee members.
- 13.2. 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.
- 13.3. Any four members of the Committee shall constitute a quorum for the transaction of the business of a meeting of the Committee.
- 13.4. The Management Committee shall have power to fill casual vacancies or to appoint sub-committees.
- 13.5. A casual vacancy may occur if a member:
 - 13.5.1. resigns from office;
 - 13.5.2. is absent from three consecutive Committee Meetings without leave of absence;
 - 13.5.3. is suspended as a member of the Association.
- 13.6. 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.
- 13.7. Oral or written notice of a meeting convened by the President or Secretary shall be given at least seven days before the meeting together with an outline of business to be discussed. Other business shall not be discussed unless agreed by the Committee Meeting to be urgent.

MEETINGS

14. GENERAL MEETINGS

- 14.1. The Management Committee shall call a General Meeting at such times as the business of the Association may require.
- 14.1A A member desiring to bring any business other than a special resolution before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- 14.2. A quorum at meetings shall be twenty per cent (20%) of members of the Association.

- 14.3. Notice of the date and place of a General Meeting and the nature of the business to be dealt with at the meeting shall be given to each member at least three weeks in advance either by email (in the case of a member who has opted to receive the Association's newsletters by email) or prepaid post.
- 14.4. Voting at meetings shall be by a show of hands or by ballot (together with proxies) if so requested. Postal ballots shall not be used.
- 14.5. Proxies must be in writing. No member (except the Chairperson) shall hold more than three (3) proxies.

15. ANNUAL GENERAL MEETING

- 15.1. The Annual General Meeting shall be held within six months after the close of the Association's financial year at a time, date and place advised by the Management Committee.
- 15.2. The business of the Annual General Meeting shall be:
 - 15.2.1. to confirm the minutes of the previous Annual General Meeting;
 - 15.2.2. to receive reports from the Committee concerning the activities of the Association during the preceding year;
 - 15.2.3. to receive and consider the annual financial statement;
 - 15.2.4. to elect the office bearers and other committee members; and
 - 15.2.5. to consider any other business specified in the notice convening the meeting.

16. SPECIAL GENERAL MEETING

A Special General Meeting shall be called by the Secretary:

- 16.1. if so directed by the Management Committee; or
- 16.2. if a written request has been received from at least five per cent (5%) of the members of the Association. Such a request shall specify the purpose of the meeting and no other business shall be considered except that for which the meeting has been called;

17. SPECIAL RESOLUTIONS

- 17.1. 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.
- 17.2. A Special Resolution may be passed at a General Meeting if:
 - 17.2.1. the notice given to each member at least three weeks before the meeting under Rule 14.3 above includes the terms of the Resolution and specifies the intention to propose the Resolution as a Special Resolution; and
 - 17.2.2. it is carried by seventy-five per cent (75%) of the votes cast by show of hands or by ballot (including proxies) if so requested
- 17.3. A Special Resolution must be passed at a General Meeting to effect the following:
 - 17.3.1. a change in the name of the Association;
 - 17.3.2. a change of any of the rules of the Association;
 - 17.3.3. a change of the objects of the Association; or
 - 17.3.4. to voluntarily wind up the Association.

MISCELLANEOUS

18. INSURANCE

The Association shall effect and maintain Public Liability Insurance as is required under the Associations Incorporation Act, together with any other Insurance regarded as necessary by the Management Committee.

19. FUNDS - SOURCE

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

20. FUNDS - MANAGEMENT

- 20.1. 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 authorised expenses incurred on behalf of the Association.
- 20.2. The financial statements for the year prepared by the Treasurer shall be reviewed and approved by another member of the Management Committee before presentation at the Annual General Meeting.
- 20.3. The financial year of the Association shall be from 1st October to 30th September of the succeeding year.

21. COMMON SEAL

The Common Seal of the Association shall be kept in the custody of the Secretary or Public Officer. The Association shall not execute any document without using the Common Seal which shall only be affixed to a document with the approval of the Management Committee. The stamping of the common seal shall be attested by the signature of two members of the committee.

22. PUBLIC OFFICER

- 22.1 The Management Committee shall appoint a member of the Association over 18 years of age and resident in New South Wales as Public Officer for the purposes of the Act.
- 22.2 It shall be the responsibility of the Public Officer to perform all the duties required of the Public Officer by the Act.
- 22.3 The Public Officer shall also maintain and have custody of the Register of members of the Management Committee which shall contain such particulars as are required by the Act and shall be available for inspection at any reasonable time by any person.
- 22.4 The Public Officer shall also maintain and have custody of the Book of Disclosure of Interests of members of the Management Committee which shall be available for inspection at any reasonable time by any member of the Association.
- 22.5 The office of Public Officer shall become vacant in the circumstances specified by the Act or if the Management Committee terminates the appointment of the Public Officer. Should a vacancy occur in the position of Public Officer the Management Committee shall within twenty eight days appoint a new Public Officer."

22A CUSTODY OF BOOKS ETC

- 22A.1 Except as otherwise provided by this constitution, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.
- 22A.2 Within 14 days after vacating office, a former member of the Management Committee shall ensure that all documents in his or her possession that belong to the Association are delivered to the Public Officer for delivery to his or her successor.
- 22A.3 Within 14 days after vacating office, a former Public Officer of an Association shall ensure that all documents in his or her possession that belong to the Association are delivered to a member of the Management Committee.

23. WINDING UP

In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation having similar purposes and which does not operate for the profit or gain of its individual members

24. INTERPRETATION

In this Constitution any reference to "the Act" is a reference to the Associations Incorporation Act, 2009 as amended from time to time and includes a reference to the Regulations made under that Act.

30 Aug 2001: Original

12 Dec 2007: Amendment 01 to Rule 3.8

10 Dec 2008: Amendment 02 to Rule 9.3

09 Dec 2009: Amendment 03 to Rule 9.3

08 Dec 2010: Amendments to Rules 4, 8, 9.1, 12, 14.3, 14.4, 15.1, 15.2.5, 17.2, 20.2, 21, and 23, replacement of Rule 22, insertion of Rules 7A, 14.1A, 22A, and 24

08 Dec 2016: Amendment to Rule 14.3

07 Dec 2017: Amendment to Rule 9.3