

UNIVERSITY OF THE THIRD AGE, HERVEY BAY INC.

CONSTITUTION

1. Interpretation

(1) A word or expression that is not defined in these rules but is defined in the Act has, if the context permits, the meaning given by the Act.

2. Name

The name of the incorporated Association shall be the University of the Third Age, Hervey Bay Inc. with the abbreviation U3A Hervey Bay Inc. (the Association).

3. Objects

The objects of the Association are—

(1) to establish and maintain a University of the Third Age serving the Hervey Bay District as a mutual-aid, learning community - a community of scholars - organised by and for people in the third age of life;

(2) to maintain a learning environment which is friendly and supportive and free from discrimination on the grounds of colour, race, creed, sex or disability ensuring at all times it is non-sectarian and non-political;

(3) to foster a joy of learning for learning's sake without prerequisite educational entry requirements and unrestricted by the requirements of vocation or the desire for qualifications or rewards;

(4) to draw upon the extensive experience, skill and energies of its members in offering programs of learning including academic, recreational, social and cultural pursuits which are mentally stimulating enabling members to develop and extend their intellectual interests and provide them with the satisfaction of making a continuing contribution to society;

(5) to encourage members to realise their learning and teaching potential and to increase community awareness of those potentials;

(6) to encourage members to participate in the administration of the Association and courses it offers;

(7) to provide a co-ordinated interface with community based organisations for the ageing in the Hervey Bay District;

(8) to exchange ideas and share resources with other Universities of the Third Age both in Australia and overseas and to encourage formation of similar organisations;

(9) to do all such things as may be incidental to the attainment of the above objectives.

4. Powers of the Association

(1) The Association has the powers of an individual.

(2) The Association may, for example:

a. Enter into contracts;

b. Acquire, hold, deal with and dispose of property;

c. Make charges for services and facilities it supplies;

d. Do other things necessary or convenient to be done in carrying out its affairs.

5. Classes of Members

- (1) The membership of the Association consists of
 - (a) Ordinary members
 - (b) Honorary members.
 - (i) Tutors
 - (ii) Life Members
- (2) The number of ordinary members shall be unlimited. The number of honorary life members shall be determined by the Management Committee.

6. Membership Fees

- (1) The membership fees shall be such sum as the members shall from time to time at any general meeting determine.
- (2) The membership fees shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

7. Application for Membership

- (1) An application for membership of the Association must be in writing, in the form decided by the Management Committee and signed by the applicant.

8. Termination of Membership

- (1) A member may resign from the Association at any time by giving notice in writing to the Secretary.
- (2) Such resignation shall take effect at the time such notice is received by the Secretary, unless a later date is specified in the notice when it shall take effect on that later date.
- (3) The Management Committee may terminate a member's membership if the member:
 - a. is convicted in a Court of Law of any indictable offence; or
 - b. fails to comply with any provision of these Rules; or has membership fees in arrears for a period of two (2) months; or
 - c. conducts himself or herself in a manner to be considered injurious or prejudicial to the character or interests of the Association; the Management Committee shall consider whether his or her membership shall be terminated.
- (4) Before the Management Committee terminates a member's membership, the Committee shall give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary of the Committee shall give the member a written notice of the decision.

9. Register of Members

- (1) The Management Committee shall keep a register of the names, email, postal or residential addresses of all persons admitted to membership of the Association and the dates of their admission.

(2) The particulars shall also be entered of any resignation, termination &/or reinstatement of membership, and any further particulars as the Management Committee or the members at any general meeting may require from time to time.

(3) The register of members shall be open for inspection at all reasonable times by any financial member who applies to the Secretary for such inspection.

(4) However, the Management Committee may, on the application of a member of the Association, withhold information about the member (other than the member's full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

10. Prohibition on use of information on Register of Members

(1) A member of the Association must not use or disclose information obtained from the register of members to contact, or send material to another member of the association or a member of the general public for the purpose of advertising for political, religious, charitable or commercial purposes.

(2) Rule 10.(1) does not apply if the use or disclosure of the information is approved by the Association.

11. Membership of Management Committee

(1) The Management Committee of the Association consists of a President, Vice-President, Secretary and Treasurer, all of whom shall be members of the Association, and such number of other members as the members of the Association at any general meeting may from time to time elect or appoint.

(2) At each Annual General Meeting of the Association the members of the committee must retire from office, but are eligible, on nomination, for re-election.

(3) A member of the Association may be appointed to a casual vacancy on the Management Committee under Rule 14.

12. Election of Management Committee

(1) A Management Committee shall be elected in accordance with these Rules at each Annual General Meeting. The Management Committee of the Association shall consist of at least five (5) members. It shall include a President, Vice-President, Secretary and Treasurer who will constitute the Executive of the Management Committee.

(2) It shall be the duty of the Executive Committee to transact any urgent business of the Association that may arise between Management Committee meetings and to submit a report of any such business transacted by it to the next meeting of the Management Committee, provided always that the Executive Committee shall not incur expenditure in excess of five thousand dollars (\$5,000.00).

13. Resignation/Termination of Management Committee Members

(1) Any member of the Management Committee may resign at any time from membership of the Committee, by notice in writing to the Secretary, but such resignation shall only take effect at the time when such notice is received by the Secretary, unless some later time is specified in the notice, when it shall take effect on that later date. Moreover, any member of the

Management Committee may be removed from office at a General Meeting of the Association convened for that purpose. At any such meeting, the member shall be given the opportunity of fully presenting his or her case, either orally or in writing or partly by either of these means.

(2) The question of removal shall be determined by the majority vote of the financial members present at such meeting.

(3) There will be no right of appeal against a member's removal from office under this rule.

14. Vacancies on Management Committee

(1) The Management Committee shall have the power to appoint a financial member, who may or may not be a Member of the Management Committee, to fill any casual vacancy on the Committee until the next Annual General Meeting. Any member so appointed shall retire at the next Annual General Meeting but shall be eligible for election as a member of the Committee at such meeting.

15. Appointment or Election of Secretary

(1) The Secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is:

- a. A member of the Association, elected by the Association as Secretary; or
- b. Any of the following persons appointed by the Management Committee as Secretary
 - (i) a member of the Associations management committee;
 - (ii) another member of the Association.

(2) If a vacancy happens in the office of Secretary, the members of the Management Committee shall ensure a Secretary is appointed or elected for the Association within one (1) month after the vacancy happens.

(3) If the Management Committee appoints a person mentioned in sub-rule 15.(1)b, (ii) as Secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.

(4) However, if the Management Committee appoints a person mentioned in sub-rule 15.1, b, (ii) as Secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee

(5) In this rule – casual vacancy, on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

16. Removal of Secretary

(1) The Management Committee of the Association may at any time remove a person appointed by the Committee as the Secretary:

(2) If the Management Committee removes a Secretary who is a person mentioned in rule 15.(1) b(i) the person remains a member of the Management Committee.

(3) If the Management Committee removes a Secretary who is a person mentioned in rule 15(1) b(ii) (and who has been appointed to a casual vacancy on the Management Committee under rule 15.5, the person remains a member of the Management Committee.

17. Functions of Secretary

- (1) The Secretary's functions include, but are not limited to:
 - a. calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association; and
 - b. keeping minutes of each meeting; and
 - c. keeping copies of all correspondence and other documents relating to the Association; and
 - d. maintaining the register of members of the Association.
- (2) On written request of a financial member of the Association, making available at an appropriate place such minutes, financial statements and books of record as requested to the said member within one (1) calendar month of receipt of such request.

18. Function and Powers of Management Committee

- (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any General Meeting, the Management Committee;
 - a. Shall have the general control and management of the administration of the affairs property and funds of the Association; and
 - b. Shall have authority to interpret the meaning of these Rules and rule on any matter relating to the Association on which these rules are silent, but any interpretation shall have regard to the Act, including any regulation made under the Act; and
 - c. May exercise all powers of the Association as contained in Rule 4.

19. Meetings of the Management Committee

- (1) The Management Committee shall meet at least once in every two (2) calendar months to exercise its functions:
 - a. The Management Committee shall decide how a meeting is to be called
 - b. Notice of a meeting is to be given in the way decided by the Management Committee
 - c. The Management Committee may hold a meeting, or permit a Committee member to take part in its meeting, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
 - d. A Committee member who participates in the meeting as mentioned in sub-rule c. is taken to be present at the meeting.
- (2) At every meeting of the Management Committee, one half of the members presently on the Committee plus one shall constitute a quorum.
- (3) The President shall preside as Chairman at every meeting of the Management Committee. If there is no President or if at any meeting he or she is not present within ten (10) minutes after the time appointed for holding the meeting the Vice-President shall be Chairman. If the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
- (4) Subject to the provisions of these rules the Committee may meet together and regulate its proceedings as it thinks fit provided that motions shall be decided by a majority of votes. In the

case of an equality of votes on any motion the motion shall be decided by the extra or casting vote of the Chairman.

(5) A written resolution signed, or an email received from a majority of the Management Committee members, is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

(6) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which that member is interested or any matter arising there from.

(7) If within ten (10) minutes from the time appointed for the commencement of a Management Committee meeting a quorum is not present the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine. If at the adjourned meeting a quorum is not present within ten (10) minutes from the time appointed for the meeting the meeting shall lapse.

20. Minutes of Management Committee meetings

(1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a Minute Book.

(2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the Chairman of the meeting at the next meeting, verifying their accuracy.

21. Appointment of Sub-Committees

(1) The Management Committee may appoint sub-committees consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee shall, in carrying out its duties, conform to any regulations imposed by the Management Committee.

(2) The sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, present may choose one of their number to be the Chairman of the meeting.

(3) A Sub-committee may meet and adjourn as it thinks proper. Motions arising at any meeting shall be determined by a majority of votes of the Sub-committee members present. In the case of an equality of votes the motion shall be decided by the extra or casting vote of the Chairman.

22. Acts not affected by defects or disqualifications

(1) An act performed by the Management Committee, a sub-committee or person acting as a member of the Management Committee is taken to have been validly performed.

(2) Sub-rule 22.(1) applies even if the act was performed when -

(a) there was a defect in the appointment of a member of the Management Committee, sub-committee or person acting as a member of the Management

Committee; or

(b) a Management Committee member, sub-committee member or person acting as a member of the Management Committee was disqualified from being a member.

23. Resolutions of Management Committee without meeting

(1) A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

(2) A resolution mentioned in sub-rule 23.(1) may consist of several documents in like form, each signed by one (1) or more members of the committee.

24. Annual General Meetings

(1) Each Annual General Meeting must be held at least once each year and within six months after the end date of the Association's reportable financial year.

(2) The business to be transacted at every Annual General Meeting shall be

(a) The receiving of Committee reports and the statement of income and expenditure, assets and liabilities and other matters affecting the property of the Association for the preceding financial year.

(b) The receiving of Auditor's Report (if required) and the appointment of an Auditor (if required).

(c) The election of members of the Management Committee, which shall take place as follows:

a. Any two (2) members of the Association may nominate other members to serve as officers or other members of the Management Committee.

b. Each nomination, which must be in writing and be signed by the member and his/her proposer and seconder, must be lodged with the Secretary at least 21 days prior to the Annual General Meeting at which the election is to take place.

c. A list of candidates, and the names of the members who nominated each candidate, must be displayed on the website of the Association for at least 14 days immediately preceding the election.

d. Balloting lists shall be prepared if necessary, containing the names of the candidates in alphabetical order and each financial member present at the Annual General Meeting shall be entitled to record one (1) vote against each nomination.

e. Nominations may be taken from the floor of the meeting to fill any vacancy for which no written nomination has been received.

f. The Management Committee shall ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised of the amount of the Association's public liability insurance.

25. Convening of General Meetings

(1) The Secretary shall convene a General Meeting of members:

a. When directed to do so by the Management Committee; or

- b. Upon being given a requisition in writing signed by not less than 25 members clearly stating the purpose for which the General Meeting is required.
- (2) The Secretary shall convene all General Meetings of the Association by giving not less than fourteen (14) days notice of such meetings. The manner in which such notice is given shall be determined by the Management Committee.
- (3) If the Secretary is unable or unwilling to call the meeting, the President shall call the meeting.
- (4) However, notice of the following meetings must be given in writing:
 - a. a meeting called to hear and decide the appeal of a person against the Management Committee's decision:
 - (i) to reject the person's application for membership of the Association; or
 - (ii) to terminate the person's membership of the Association;
 - b. a meeting called to hear and decide a proposed special resolution of the Association
 - c. a notice of a General Meeting shall state the business to be conducted at the meeting.

26. Quorum at Meetings

- (1) At the Annual or any General Meeting, double the number of members presently on the Management Committee plus one shall constitute the quorum.
- (2) No business shall be transacted at any Annual or General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (3) If within ten (10) minutes of the scheduled time of the commencement of any Annual or General Meeting a quorum is not present the meeting shall stand adjourned for fourteen (14) days to a time and place of which every member shall receive due notice. If within ten (10) minutes from the scheduled time of commencement of such adjourned meeting a quorum not be present, the meeting shall proceed with those members present.

27. Procedure at Meetings

- (1) Unless otherwise provided by these rules at every Meeting:
 - a. The President shall preside as Chairman. If there is no President, or if he or she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be Chairman. If the Vice-President is not present or is unwilling to act then the members shall elect one of their number to be Chairman of the meeting.
- (2) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.
 - a. Every question, matter or resolution shall be decided by majority vote of the financial members present.
 - b. Every financial member present at a General Meeting shall be entitled to one vote and, in the case of an equality of votes, the Chairman shall have a second or casting vote.

c. At a General Meeting voting shall be by a show of hands, or a division of members – unless not less than ten (10) financial members request a ballot, in which event there shall be a secret ballot. The Chairman will appoint two (2) members to conduct the secret ballot in such a manner as he or she shall determine and the results of the ballot as declared by the Chairman shall be deemed to be the resolution of the motion for which the ballot was demanded.

d. The Secretary shall cause full and accurate Minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.

e. To ensure accuracy, the Minutes of every General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting.

f. However the Minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting or Annual General Meeting.

28. Proxies

(1) An instrument appointing a proxy must be in writing and be in the following or similar form:

(Name of Association)

I, _____ of _____
being a member of the Association appoint _____ of _____
as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association to
be held on the _____ day of _____ 20____
and at any adjournment of the meeting.
Signed this _____ day of _____ 20____

29. By-laws

(1) The Management Committee may from time to time make, amend or repeal By-laws consistent with these rules for the internal management of the Association and these shall be circulated in the organisation’s publication.

(2) Any By-law may be set aside by a General Meeting of the members.

30. Amendment of Rules

(1) Subject to the provisions of the Associations Incorporation Act (1981) as amended these rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting.

(2) Any amendment, rescission or addition to these rules will be valid only after it has been registered by the Chief Executive.

31. Common Seal

- (1) The Management Committee shall provide for a Common Seal and for its safe custody.
- (2) The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the Seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

32. Funds and Accounts

- (1) The income and property of the Association shall be used and applied solely in the promotion of its objectives and in the exercise of its powers.
- (2) The funds of the Association shall be banked in the name of the Association in such financial institution as the Management Committee may from time to time direct.
- (3) Proper books and accounts shall be kept and maintained, showing correctly the financial affairs of the Association and the particulars usually shown in books of like nature.
- (4) All monies shall be banked as soon as practicable after being received.
- (5) A payment by the association of \$100.00 or more shall be made by cheque or electronic funds transfer.
- (6) All cheques must be signed by two (2) signatories who have been authorised by the Management Committee. However, one (1) of those signatories must be the President, the Secretary or the Treasurer.
- (7) Cheques shall be crossed 'Not Negotiable' except those in payment of petty cash refund which may be open. The Management Committee shall determine the amount of Petty Cash to be kept on the imprest system.
- (8) All expenditure shall be approved or ratified at a Management Committee meeting.
- (9) As soon as practicable after the end of each financial year, the Treasurer shall prepare a Statement of Income and Expenditure and a Balance Sheet for the financial year just ended.

33. Documents

- (1) The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

34. Insurance

- (1) The Management Committee shall ensure that the Association has adequate relevant insurance protection and keep such insurance cover current at all times.

35. Financial Year

- (1) The financial year of the Association shall close on the 31st December.

36. Dissolution

- (1) The Association shall be dissolved if a resolution to that effect is carried by a vote of three fourths majority of the financial members present at a General Meeting convened to consider the question.

- (2) Distribution of surplus assets to another entity:
- a. This rule applies if the association:
 - (i) is wound-up under part 10 of the Act; and
 - (ii) has surplus assets
 - b. The surplus assets must not be distributed among the members of the association
 - c. The surplus assets must be given to another entity:
 - (i) having objects similar to the association's objects; and
 - (ii) the rules of which prohibit the distribution of the entity's income and assets to its members.
 - d. In this rule – surplus assets are defined in Section 92(3) of the Act.