

MEANDER VALLEY U3A INC

CONSTITUTION

June 2012

MEANDER VALLEY U3A INC CONSTITUTION

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1 Name of Association

The name of the Association is **Meander Valley U3A Inc**

2 Interpretation

In these rules –

"Act" means the *Associations Incorporation Act 1964*;

"Association" means the association referred to in *rule 1*;

"auditor" means the person appointed as the auditor of the Association under *rule 9*;

"basic objects of the Association" means the objects and purposes of the Association as stated in an application under section 7 of the Act for the incorporation of that Association;

"committee" means a committee as defined by the Act;

"general meeting" includes –

- (a) the annual general meeting; and
- (b) any special general meeting;

"ordinary business of the annual general meeting" means the business specified in *rule 11.5*;

"ordinary committee member" means a member of the committee to whom *rule 23.1(b)* relates;

"special general meeting" means any general meeting other than the annual general meeting.

3 Association's office

The office of the Association is to be at the following place or any other place the committee determines:

Meander Valley Council Offices, Lyall Street, Westbury 7303

4 Objects of the Association

- 4.1 The basic object of the Association is to facilitate the sharing of knowledge and learning among those in retirement or semi-retirement and other mature interested people, within and beyond the Meander Valley community, in a co-operative self-help environment.
- 4.2 In addition to the basic object of the Association, the objects and purposes of the Association include the following:
 - (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
 - (b) the buying, selling and supplying of, and dealing in, goods of all kinds;

- (c) the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the accepting of any gift for any one or more of the objects or purposes of the Association;
- (e) the taking of any step the committee or the members in general meeting consider expedient for the purpose of procuring contributions to the funds of the Association;
- (f) the printing and publishing of any newspapers, periodicals, books, leaflets or other documents the committee or the members in general meeting consider desirable for the promotion of the objects and purposes of the Association;
- (g) the borrowing and raising of money in any manner and on terms –
 - (i) the committee thinks fit; or
 - (ii) approved or directed by resolution passed at a general meeting;
- (h) subject to the provisions of the *Trustee Act 1898*, the investment of any moneys of the Association not immediately required for any of its objects or purposes in any manner the committee determines;
- (i) the making of gifts, subscriptions or donations to any of the funds, authorities or institutions to which *section 78(1)(a) of the Income Tax Assessment Act 1936* of the Commonwealth relates;
- (j) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- (k) the doing of any lawful thing incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in this rule.

5 Membership of Association

5.1 Membership of the association may be either single or joint. Any two members resident at the same address may qualify for joint membership and each member shall have full voting rights.

5.2 A person is qualified to be a member of the association if:

- (a) the person has applied for membership of the association as provided by rule 5.3; and
- (b) the person has paid the sum payable under these rules by a member as an annual subscription.

5.3 An application of a person for membership of the association:

- (a) must be made by an applicant on the form approved by the committee of the association; and
- (b) must be lodged with a committee member of the association.

5.4 The membership officer must, on payment by the applicant of the sum payable under these rules by a member as an annual subscription, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

5.5 A person –

- (a) becomes a member of the Association when his or her name is entered in the register of members; and
- (b) ceases to be a member of the Association when his or her name is removed from the register of members.

5.6 A person ceases to be a member of the association if the person:

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the association.

5.7 A member of the Association may resign from the Association by delivering or sending by post or e-mail to the membership officer a written notice of resignation.

5.8 On receipt of a notice from a member under *subrule 5.7*, the membership officer is to remove the name of the member from the register of members.

5.9 Any right, privilege or obligation of a person as a member of the Association –

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on the cessation of the membership.

5.10 If the Association is wound up –

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by *rule 30.1*.

5.11 A former member is not liable to contribute under *subrule 5.10* in respect of any debt or liability of the Association contracted after he or she ceased to be a member.

6 Income and property of Association

6.1 The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.

6.2 No portion of the income and property of the Association is to be paid or transferred to any member of the Association.

6.3 The Association is not to –

- (a) appoint a person who is a member of the committee to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees or allowances; or
- (b) pay to any such person any remuneration or other benefit in money or money's worth, other than the repayment of out-of-pocket expenses.

6.4 An employee or member of the Association may be paid –

- (a) remuneration in return for services rendered to the Association or for goods supplied to the Association in the ordinary course of business; or
- (b) interest at a rate not exceeding 7¼% on money lent to the Association; or
- (c) a reasonable and proper sum by way of rent for premises let to the Association.

7 Accounts of receipts and expenditure

7.1 True accounts are to be kept of –

- (a) all money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
- (b) the property, credits and liabilities of the Association.

7.2 The accounts are to be open to inspection by the members of the Association subject to any reasonable restrictions as to time and manner of inspecting the Association may impose.

7.3 The treasurer of the Association is to keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in the form and manner the committee directs.

7.4 The accounts, books and records are to be kept at the Association's office or at any other place the committee decides.

8 Banking and finance

8.1 The treasurer of the Association, on behalf of the Association, is to –

- (a) receive all money paid to the Association; and
- (b) immediately after the receipt issue official receipts.

8.2 The committee is to cause to be opened with any bank, building society or credit union the committee selects an account in the name of the Association into which all money received is to be paid as soon as possible after receipt.

8.3 The committee may –

- (a) receive from the Association's financial institution the cheques drawn by the Association on any of its accounts with the financial institution; and
- (b) release and indemnify the financial institution from and against all claims, actions, suits or demands that may be brought against the financial institution arising directly or indirectly out of those cheques.

8.4 Except with the authority of the committee, a payment of any sum exceeding \$20 is not to be made from the funds of the Association otherwise than by cheque drawn on the Association's account.

8.5 The committee may provide the treasurer with a sum to meet urgent expenditure, subject to any conditions in relation to the use and expenditure the committee may impose.

8.6 Cheques are not to be drawn on the Association's account except for the payment of expenditure that has been authorised by the committee.

8.7 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are to be –

- (a) signed by the treasurer or, in his or her absence, by any other member or members of the committee the committee nominates for that purpose; and
- (b) countersigned by another authorised officer.

9 Auditor

- 9.1** At each annual general meeting of the Association, the members present are to appoint a person as the auditor of the Association.
- 9.2** The auditor is to hold office until the next annual general meeting at which he or she is eligible for re-appointment.
- 9.3** The first auditor may be appointed by the committee before the first annual general meeting and holds office until the first annual general meeting, unless earlier removed by a resolution of the members at a general meeting, when that meeting may appoint an auditor to act until the first annual general meeting.
- 9.4** If an appointment is not made at an annual general meeting, the committee is to appoint an auditor for the current financial year of the Association.
- 9.5** Except as provided in *subrule 9.3*, the auditor may only be removed from office by special resolution.
- 9.6** If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the committee may appoint a person as the auditor to hold office until the next annual general meeting.

10 Audit of accounts

- 10.1** The auditor is to examine the accounts of the Association at least once in each financial year of the Association.
- 10.2** The auditor is to –
 - (a) certify as to the correctness of the accounts of the Association; and
 - (b) provide a report to the members at the annual general meeting.
- 10.3** In the report and in certifying to the accounts, the auditor is to state if –
 - (a) he or she has obtained the required information; and
 - (b) in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association –
 - (i) according to the information at his or her disposal and the explanations given; and
 - (ii) as shown by the books of the Association; and
 - (c) the rules relating to the administration of the funds of the Association have been observed.
- 10.4** The treasurer of the Association is to cause to be delivered to the auditor a list of all the accounts, books and records of the Association within 30 days of the end of the financial year of the association.

10.5 The auditor may –

- (a) have access to the accounts, books, records, vouchers and documents of the Association; and
- (b) require from the employees of the Association any information and explanations he or she considers necessary for the performance of the duties as auditor; and
- (c) employ persons to assist in investigating the accounts of the Association; and
- (d) in relation to the accounts of the Association, examine any member of the committee or any employee of the Association.

11 Annual general meeting

11.1 The Association is to hold an annual general meeting each year.

11.2 The annual general meeting is to be held on any day (being not later than 3 months after the close of the financial year of the Association) the committee determines.

11.3 The annual general meeting is to be in addition to any other general meetings that may be held in the same year.

11.4 The notice convening the annual general meeting is to specify the purpose of the meeting.

11.5 The ordinary business of the annual general meeting is to be as follows:

- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- (b) to receive from the committee, auditor and employees of the Association reports on the transactions of the Association during the last preceding financial year;
- (c) to elect the officers of the Association and the ordinary committee members;
- (d) to appoint the auditor and determine his or her remuneration, if any;
- (e) to determine the remuneration of employees of the Association;

11.6 The annual general meeting may transact special business of which notice is given in accordance with these rules.

12 Special general meetings

12.1 The committee may convene a special general meeting of the Association at any time.

12.2 The committee, on the requisition in writing of at least 10 members, must convene a special general meeting of the Association.

12.3 A requisition for a special general meeting –

- (a) is to state the objects of the meeting; and
- (b) is to be signed by the requisitionists; and
- (c) is to be deposited at the office of the Association; and
- (d) may consist of several documents, each signed by one or more of the requisitionists.

12.4 If the committee does not cause a special general meeting to be held within 21 days from the day on which a requisition is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting within 3 months from the day of the deposit of the requisition.

- 12.5** A special general meeting convened by requisitionists is to be convened in the same manner as nearly as possible as meetings are convened by the committee.
- 12.6** All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

13 Notices of general meetings

The secretary of the Association, at least 7 days before the date fixed for holding a general meeting of the Association, is to send a notice to all financial members in writing by post or e-mail -

- (a) specifying the place, day and time for the holding of the meeting; and
- (b) the nature of the business to be transacted at the meeting.

14 Business and quorum at general meetings

- 14.1** All business transacted at a general meeting, except the ordinary business of the annual general meeting, is special business.
- 14.2** Business is not to be transacted at a general meeting unless a quorum of members entitled to vote is present at the time the meeting is considering that business.
- 14.3** A quorum for the transaction of the business of a general meeting is 7 members present and entitled to vote.
- 14.4** If a quorum is not present 30 minutes after the appointed time for the commencement of a general meeting, the meeting –
- (a) if convened on the requisition of members, is to be dissolved; or
 - (b) in any other case, is to be adjourned to a suitable day, time and place in the next week.
- 14.5** If at an adjourned meeting a quorum is not present 30 minutes after the time appointed for the commencement of the meeting, the meeting is to be dissolved.
- 14.6** The chairperson, by written notice or at the time of the adjournment, may specify another place to which a meeting is to be adjourned.

15 Chairing general meetings

- 15.1** The president, or in his or her absence, the vice-president, or in the absence of both the president and vice-president, another nominated committee member, is to preside as chairperson at every general meeting of the Association.

16 Adjournment of general meetings

- 16.1** The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

16.2 If a meeting is adjourned for 14 days or more, the notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.

16.3 If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17 Determination of questions arising at general meetings

17.1 A question arising at a general meeting of the Association is to be determined on a show of hands.

17.2 Unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minutes of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

18 Votes

18.1 On any question arising at a general meeting of the Association, a member (individual or group representative) has one vote only.

18.2 All votes are to be given personally.

18.3 In the case of an equality of voting on a question, the chairperson has a second or casting vote.

19 Taking of poll

If at a meeting a poll on any question is demanded –

- (a) it is to be taken at that meeting in the manner the chairperson directs; and
- (b) the result of the poll is taken to be the resolution of the meeting on that question.

20 When poll to be taken

20.1 A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.

20.2 A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson directs.

21 Affairs of Association to be managed by a committee

21.1 The affairs of the Association are to be managed by a committee of management constituted as provided in *rule 23*.

21.2 The committee –

- (a) is to control and manage the business and affairs of the Association; and
- (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and
- (c) has power to do anything that appears to the committee to be essential for the proper management of the business and affairs of the Association.

22 Officers of the Association

22.1 The officers of the Association are as follows:

- (a) a president;
- (b) a vice-president;
- (c) a treasurer;
- (d) a secretary.

22.2 The provisions of *subrules 24.2, 24.3 and 24.3* so far as they are applicable and with the necessary modifications, apply in relation to the election of persons to any of the offices referred to in *subrule 22.1*.

22.3 Each officer of the Association is to hold office until the annual general meeting next after the date of election, and is eligible for re-election.

22.4 If a casual vacancy in any office referred to in *subrule 22.1* occurs, the committee may appoint one of its members to the vacant office, to hold the office up to and including the conclusion of the annual general meeting next following the date of the appointment.

23 Constitution of the committee

23.1 The committee consists of the following members elected at the annual general meeting of the Association in each year:

- (a) the officers of the Association as in *subrule 22.1*; and
- (b) at least 3 other ordinary committee members.

23.2 An ordinary committee member is to hold office until the annual general meeting next after the date of election, and is eligible for re-election.

23.3 If a casual vacancy occurs in the office of ordinary committee member, the committee may appoint a member of the Association to fill the vacancy until the conclusion of the annual general meeting next following the date of the appointment.

24 Election of members of committee

24.1 Nominations of candidates for election as officers of the Association or as ordinary committee members are to be –

- (a) made in writing signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
- (b) delivered to the secretary of the Association at least 5 days before the date fixed for the holding of the annual general meeting.

- 24.2** If insufficient nominations are received to fill all vacancies on the committee –
- (a) the candidates nominated are taken to be elected; and/or
 - (b) further nominations are to be received at the annual general meeting.
- 24.3** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 24.4** If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.
- 24.5** The ballot for the election of officers and ordinary committee members is to be conducted at the annual general meeting in the usual manner as directed by the committee.
- 24.6** At the annual general meeting a person either on the committee or outside the committee must be appointed as public officer for the Association.

25 Vacation of office

For the purpose of these rules, the office of an officer of the Association or of an ordinary committee member becomes vacant if the officer or committee member –

- (a) dies; or
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit; or
- (c) becomes of unsound mind; or
- (d) resigns office in writing addressed to the committee; or
- (e) ceases to be resident in the State; or
- (f) fails, without leave granted by the committee, to attend 3 consecutive meetings of the committee; or
- (g) ceases to be a member of the Association; or
- (h) fails to pay all arrears of subscription due within 10 days after receiving a notice in writing stating that he or she has ceased to be a financial member of the Association.

26 Meetings of the committee and of subcommittees

- 26.1** The committee is to meet at least six times each year at any place and time the committee determines.
- 26.2** Special meetings of the committee may be convened by the president or any 4 of its members.
- 26.3** Notice is to be given to members of the committee of any special meeting, specifying the general nature of the business to be transacted, and no other business is to be transacted at such a meeting.
- 26.4** Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 26.5** Business is not to be transacted unless a quorum is present.

26.6 If half an hour after the time appointed for the meeting a quorum is not present, the meeting is to be adjourned to an agreed place and time in the following week unless the meeting was a special meeting in which case it is to be dissolved.

26.7 At a meeting of the committee, the following is to preside unless decided by the whole committee:

(a) the president or any one of the remaining members of the committee as may be chosen by the members present.

26.8 Any question arising at a meeting of the committee or of any subcommittee appointed by the committee is to be determined –

(a) on a show of hands; or

(b) if demanded by a member, by a poll taken in any manner the person presiding at the meeting determines.

26.9 Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to one vote.

26.10 If there is an equality of votes on any question, the person presiding has a second or casting vote.

26.11 Notice of each committee meeting is to be served on each member of the committee by –

(a) personal phone call, delivering, posting or e-mailing it at a reasonable time before the meeting.

27 Disclosure of interest in contracts

27.1 A member of the committee who is interested in any contract or arrangement made or proposed to be made with the Association is to disclose the interest –

(a) at the first meeting of the committee at which the contract or arrangement is first taken into consideration, if the interest then exists; or

(b) in any other case, at the first meeting of the committee after the acquisition of the interest.

27.2 If a member of the committee becomes interested in a contract or arrangement after it is made or entered into, he or she is to disclose the interest at the first meeting of the committee after he or she becomes so interested.

27.3 A member of the committee is not to vote as a member of the committee in respect of any contract or arrangement in which he or she is interested and any such vote is not to be counted.

28 Subcommittees

28.1 The committee may –

(a) appoint a subcommittee from the committee;

(b) nominate a committee member as coordinator of that subcommittee; and

(b) prescribe the powers and functions of that subcommittee.

28.2 The committee may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association.

28.3 A quorum at a meeting of the subcommittee is 3 appointed members.

28.4 The nominated committee member of the Association is to convene meetings of a subcommittee.

28.5 Notice of each subcommittee meeting is to be served on each member of the subcommittee by –

(a) personal phone call, delivering, posting or e-mailing it at a reasonable time before the meeting

29 Executive committee

29.1 The president, vice-president, treasurer and secretary constitute the executive committee.

29.2 The executive committee may issue instructions to the public officer and the employees of the Association in matters of urgency connected with the management of the affairs of the Association during the period between meetings of the committee.

29.3 The executive committee is to report on any instructions issued under *subrule 29.2* to the next meeting of the committee.

30 Annual subscription

30.1 The committee shall determine, prescribe and proclaim the amount and application of annual subscriptions for the ensuing financial year prior to the commencement of each financial year of the association.

A member of the association must pay to the association an amount prescribed under clause 30.1. Any amount paid will be non-refundable.

30.2 The annual subscription may be altered by the members by special resolution and at the annual general meeting.

30.3 The annual subscription of a member is due and payable on or before the enrolment day.

30.4 A person who joins the association at a later date may pay a reduced fee as determined by the committee.

31 Financial year

The financial year of the Association is the period beginning on 1 January and ending on 31 December of that same year.

32 Notices

A notice may be served by or on behalf of the Association on any member –

- (a) personally; or
- (b) by sending it by e-mail or through the post in a prepaid envelope addressed to the member at his or her usual or last-known address.

33 Expulsion of members

33.1 The committee may expel a member from the Association if, in the opinion of the committee, the member is guilty of conduct detrimental to the interests of the Association.

33.2 The expulsion of a member under *subrule 33.1* does not take effect until whichever of the following is the later date:

- (a) the expiration of 10 days after the service on the member of a notice under *subrule 33.3*;
- (b) if the member exercises his right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.

33.3 If the committee expels a member from the Association, the secretary of the Association, without undue delay, is to cause to be served on the member a notice in writing –

- (a) stating that the committee has expelled the member; and
- (b) specifying the grounds for the expulsion; and
- (c) informing the member of a right to appeal against the expulsion under *rule 34*.

34 Appeal against expulsion

34.1 A member may appeal against an expulsion under *rule 33* by delivering or sending by post to the secretary of the Association, within 10 days after the service of a notice under *subrule 33.3* a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.

34.2 On receipt of a requisition –

- (a) the secretary is to immediately notify the committee of its receipt; and
- (b) the committee is to cause a special general meeting of members to be held within 21 days after the date on which the requisition is received.

34.3 At a special general meeting convened for the purpose of this rule –

- (a) no business other than the question of the expulsion is to be transacted; and
- (b) the committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion; and
- (c) the expelled member is to be given an opportunity to be heard; and
- (d) the members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

34.4 If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –

- (a) the expulsion is to be taken to have been lifted; and
- (b) the expelled member is entitled to continue as a member of the Association.

34.5 If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –

- (a) the expulsion takes effect; and
- (b) the expelled member ceases to be a member of the Association.

35 Disputes

35.1 A dispute between a member of the Association in the capacity as a member and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986.

35.2 This rule does not affect the operation of *rule 34*.

