

**MANNING VALLEY U3A INC.**

**CONSTITUTION 2001**

**(Amended 28 April 2003, 3 May 2004, 19 October 2009, 26 April 2016)**

**1. NAME**

The name of the Association shall be Manning Valley U3A Inc.

**2. DEFINITIONS**

(a) In these rules, except in so far as the context or subject-matter otherwise indicates or requires -

“office bearers” means the following members of the Management Committee: the President, the Secretary and the Treasurer, as referred to in Rule 11

“ordinary member” means a financial member of the association who is not an office-bearer of the association, as referred to in Rule 4,

“honorary member” means a member who has been admitted to the association for a fixed period of time and who pays no annual fee.

“life member” means a member who has been recognised for long and distinguished service by granting of a life-long exemption from payment of the annual fee referred to in Rule 4(e).

“associate member” means a member who has been invited to attend an association function at the invitation of a member.

“special general meeting” means a general meeting of the association other than the annual general meeting;

“the Act” means the Associations Incorporation Act 1984;

“the association” means Manning Valley U3A Incorporated;

“the committee” means the Management Committee of the Association referred to in Rule 11 of this constitution;

“the public officer” is a member of the association who fulfils the requirements of the Department of Fair Trading as stated in Rule 25 of this constitution;

“quorum” means the least number that must be present in a meeting to make its transactions valid.

(b) In these rules -

(i) a reference to a function includes a reference to a power, authority and duty;

(ii) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

(c) The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

### 3. **OBJECTS**

The Objects of the association shall be:-

- (a) to provide adult education courses for older people in accordance with the aims of the world wide organization University of the Third Age;
- (b) to provide courses at a minimal cost to members;
- (c) to conduct courses on a purely voluntary basis by either members or volunteers, there being no awards for achievement other than learning is for its own sake.
- (d) to encourage members to act as course leaders or tutors, to suggest courses, or offer assistance in various ways in the organization of the program.

Accordingly:

- (e) the association shall be non-political and non-sectarian;
- (f) the association shall not be, or be seen to be, a profit-making organization.
- (g) the association shall make no payment to any person (member or non-member) for teaching or providing a service to members except in the case of reimbursement of legitimate expenses.
- (h) the association shall determine its curriculum based on the needs/preferences of members and according to the resources available to it.

### 4. **MEMBERSHIP**

- (a) Membership shall be open to all people over the age of 50 years who are willing to accept the objects and regulation of the organization and are interested in participating in adult education courses. Exceptions to this rule are at the discretion of the Committee
- (b) Admission to membership shall be by filling in the approved membership form and paying the prescribed annual fee.
- (c) Members who have met the requirements as set out in Rules 4(a), 4(b) may enrol in as many courses as they wish during the financial year, subject to the availability of vacancies.
- (d) Membership shall be for 1 calendar year from January to December. Membership may commence or be renewed at any time during the year upon observance of Rule 4(b).
- (e) Membership must be ratified each year by the filling in of the membership form and the payment of the annual fee and is not transferable.
- (f) Membership shall cease if the member:
  - (i) resigns in writing from the association or
  - (ii) fails to renew membership by filling in the membership form and paying the annual fee before enrolling in courses or
  - (iii) has had membership rescinded by the committee or
  - (iv) dies.
- (g) Honorary members and Associate members may be admitted from time to time at the discretion of the Committee and for a fixed period of time

- (h) Any financial member may be proposed in writing by one or more other financial members to be considered for the granting of life membership. Each such proposal may be approved at the discretion of the Committee, subject to ratification by majority vote at a General Meeting.

5. **REGISTER OF MEMBERS**

A register of members shall be kept by the Public Officer of the association showing the name, address, telephone number and date of birth of each member. The register of members shall only be made available to a member for inspection, on written request and with the approval of the Management Committee.

6. **SUBSCRIPTIONS AND FEES**

- (a) The membership subscription for one calendar year shall be determined annually by the Management Committee  
(b) Individual course/activity fees are payable on enrolment at the beginning of each term.

7. **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 required by Rule 6.

8. **DISCIPLINING OF MEMBERS**

Any member accused of conduct contrary to the objects 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 committee may then either rescind or uphold the member's suspension and forward its decision to the member in writing.

9. **RESOLUTION OF CONFLICT**

Disputes between members (in their capacity as members) of the association, and disputes between members and the association, which cannot be resolved within the association are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983.

## **THE MANAGEMENT COMMITTEE**

### **10. POWERS OF THE MANAGEMENT COMMITTEE**

The Association shall have its affairs controlled and managed by a committee which shall carry out all such duties and powers 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.

### **11. MEMBERSHIP OF MANAGEMENT COMMITTEE**

- (a) The committee shall consist of 3 office bearers and 7 ordinary committee members. The office bearers shall be President, Secretary and Treasurer.
- (b) No member of the committee shall be an insolvent under administration within the meaning of the Corporation Law.
- (c) The members of the committee and Office Bearers shall be elected at the Annual General Meeting. If not enough nominations for committee and/or office bearers are received by the Annual General Meeting then the position will be deemed to be a casual vacancy.
- (d) If any vacancy in the committee or office bearers occurs during the year, the position will be deemed to be a casual vacancy.
- (e) Each member of the committee shall hold office from the date of election or appointment until the next Annual General Meeting. Retiring members may be eligible for re-election. All Office Bearers may only hold any particular office for 3 consecutive years. A member may hold executive offices for a maximum of six consecutive years but may continue as a member of the committee.
- (f) Following consultation with individual members, the President shall appoint from Committee members such positions or responsibilities as the Committee may determine e.g. Vice president
- (g) Sub-committees will be appointed as required, but at least 1 committee member shall be an active member of such sub committee.
- (h) Candidates for office or committee must be financial members of 12 months' standing and nominators and seconders for positions must be members of 12 months' standing.

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

(1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:

- (a) must be 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 form of the nomination), and
- (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected. Any vacant positions remaining on the committee are taken to be casual vacancies.

(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.

(4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

(5) The ballot for the election of office-bearers and ordinary members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

(6) Any member who wishes to fill a casual vacancy must submit to the management Committee an application form signed by 2 members of the association and by the candidate. Appointment of such a candidate to the position is at the discretion of the Committee.

13. **PRESIDENT**

The President shall preside at all meetings of the association. The chairperson shall have a casting vote at all meetings.

14. **VICE PRESIDENT**

The Vice President shall fulfill the role and duties of the President when, for any reason, the President is unable to do so.

15. **SECRETARY**

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

16. **TREASURER**

The Treasurer shall be responsible for receipt of all money relating to the business of the Association and for deposit of such money into an account in the name of Manning Valley U3A Inc. Payments shall be as petty cash or cheque signed by any 2 of the 4 authorized signatories. Correct books and records relating to receipts and payments, property register and other financial transactions shall be kept and these records shall be available for inspection upon written request by any member. The Treasurer shall submit a report on finances at each committee and General Meeting and shall submit an audited balance sheet and income and expenditure statement at the Annual General Meeting.

17. **VOTING**

- (i) each financial member has 1 vote.
- (ii) Each vote shall be given in person or by proxy.
- (iii) In case of equality of votes on a question at a general meeting, the chairperson holds the casting vote.
- (iv) Each member is entitled to a proxy indicated in writing on the official form (Appendix 1)
- (v) No member can hold more than 3 proxies.

18. **COMMITTEE MEETINGS AND QUORUM**

- (a) The committee shall meet as often as is required to conduct the business of the association and not less than 6 times each calendar year.
- (b) Notice of committee meetings shall be given at the previous committee meeting or such other means as the committee may decide upon. Time and place of meetings shall be agreed upon by the committee.
- (c) Any half of the members of the committee, plus 1, constitutes a quorum for the transaction of the business of a meeting of the management committee.
- (d) The committee shall have power to fill casual vacancies.
- (e) A casual vacancy may occur if there are insufficient nominations to fill the committee or if a member:
  - (i) resigns in writing from office *or*
  - (ii) is absent from 3 consecutive committee meetings without leave *or*
  - (iii) is suspended as a member of the association *or*
  - (iv) becomes insolvent under the administration within the meaning of the Corporation law *or*
  - (v) dies.
- (f) Each member present shall have 1 vote and where there is an equal division of votes the chairperson shall have a second or casting vote.

19. **GENERAL MEETINGS**

- (a) The committee shall call a General Meeting as the business of the association may require.
- (b) A quorum at meetings shall be 10% of the members of the association.
- (c) The date and place of General Meetings shall be advised at least 2 weeks in advance.
- (d) Voting at meetings shall be by show of hands or by ballot if so requested.

20. **ANNUAL GENERAL MEETING**

- (a) The Annual General Meeting shall be held at a time, date and place advised by the management committee. This must be held within 6 months of the expiration of the previous financial year.
- (b) Nominations for committee positions shall be made in writing and received by the Secretary 1 week (7 days) prior to the Annual General Meeting. Each nomination shall be signed by two financial members and accepted in writing by the nominee. No nominations will be accepted from the floor of the Annual General Meeting.
- (c) If the number of nominations exceeds the number of positions then a ballot shall be conducted. This will take place at the Annual General Meeting in a proper manner as the Committee may direct.
- (d) If there are not sufficient nominations for the committee and/or office bearers the position will be deemed to be a casual vacancy.
- (e) The business of the Annual General Meeting shall be:
  - (i) to confirm the minutes of the previous Annual General Meeting,
  - (ii) to receive reports from the committee concerning the activities of the association during the preceding year,
  - (iii) to receive and consider the annual financial statement,
  - (iv) to elect the office bearers and other committee members and
  - (v) any prior notified general business.

21. **SPECIAL RESOLUTIONS**

- (a) A notice of motion of a special resolution shall be in the hands of the Secretary, in writing, at least 1 committee meeting prior to the General Meeting at which it is to be submitted.
- (b) A special resolution may be passed at a general meeting if:
  - (i) a copy of the special resolution has been distributed to members in writing at least 7 days prior to the meeting at which it is to be considered,
  - (ii) there are at least 10 percent of members present and it is carried by 75 percent of those present and voting.
- (c) A special resolution must be passed at a General Meeting to effect the following:
  - (i) a change of the constitution of the association or
  - (ii) to voluntarily wind up the association and distribute its funds and assets. The funds of the association shall not be distributed to members but shall be distributed to an organisation with similar interests.

22. **SPECIAL GENERAL MEETING**

A Special General Meeting shall be called by the Secretary:

- (a) if so directed by the committee or
- (b) if a written request has been received from at least 5 per cent 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. Notice of the Special General Meeting shall be given to all members in writing at least fourteen days before the meeting.

## **MISCELLANEOUS**

### **23. INSURANCE**

The association shall effect and maintain Public Liability Insurance together with any other insurance regarded as necessary by the committee.

### **24. FUNDS – SOURCE**

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

### **25. FUNDS – MANAGEMENT**

(a) The funds of the association shall be used only for the promotion of the objects of the association as set out in Rule 3 and shall not be paid or transferred to any member or person except in reimbursement of any authorized expenses incurred on behalf of the association.

(b) A balance sheet of the assets and liabilities of the association together with an abstract of the income and expenditure for the previous financial year shall be presented at the Annual General Meeting.

(c) The financial year of the association shall be from 1<sup>st</sup> January to 31<sup>st</sup> December in any year.

### **26. (Deleted)**

### **27. PUBLIC OFFICER**

It shall be the responsibility of the Public Officer to maintain and keep custody of the Register of members and of the committee, showing names, addresses and date of birth, as well as a copy of the constitution.

The Public officer is required to notify the Department of Fair Trading in the following circumstances:

(a) his/her appointment

(b) a change of residential address (within 14 days)

(c) a change in the association's constitution (within one month)

(d) notice of the association's financial affairs within 1 month of the AGM

(e) a change in the association's name (within 1 month)

Should a vacancy occur in the position of Public Officer, the committee shall within 14 days inform the Department of Fair Trading and appoint a new Public Officer.

The management committee shall appoint a member of the association as Public Officer.

### **28. SPOKESPERSONS**

No ordinary member shall purport to be speaking on behalf of the association without the prior approval of the committee.



**Appendix 1**

**MANNING VALLEY U3A INC.  
FORM OF APPOINTMENT OF PROXY**

I, .....  
(full name)

of .....  
(address)

being a member of Manning Valley U3A Inc

hereby appoint .....  
(full name of proxy)

of .....  
(address)

being a financial member of Manning Valley U3A Inc, as my proxy to vote for me on my behalf at the General Meeting of the Association (Annual General Meeting or Special General Meeting, as the case may be) to be

held on the .....day of ....., .....and at any adjournment of that meeting.  
(month and year)

\* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

*\* to be inserted if desired.*

.....  
Signature of member appointing proxy Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the association.