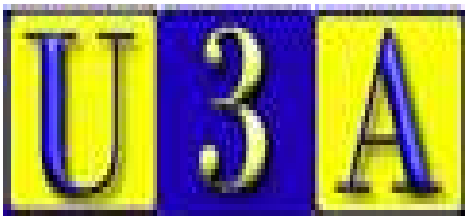

UNIVERSITY OF THE THIRD AGE
IN THE NAMBUCCA VALLEY
ABN 94 948 200 504

CONSTITUTION

Adopted 17 May 1999

Amended 29 November 1999

Amended 21 November 2000

Amended 13 November 2001

Amended 12 June 2002

Amended 19 July 2006

Amended 6 March 2012

Amended 24 April 2014

Amended 19 July 2023

The Constitution of

U3A Nambucca Valley Association Incorporated

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U3A NAMBUCCA VALLEY ASSOCIATION INCORPORATED

CONSTITUTION

1. NAME

The name of the Association (hereinafter called 'the Association') shall be U3A Nambucca Valley Association Incorporated.

2. DEFINITIONS

(A) **In this Constitution, unless the contrary intention appears: -**

(i) "Committee" means the Management Committee of U3A Nambucca Valley Association Incorporated, as elected according to clause 5(A)(ii)(d) of this Constitution.

(ii) "Financial Year" means the year ending 31 December.

(iii) "General Meeting" means an Annual General Meeting or an Extraordinary General Meeting convened in accordance with clauses 5(A) to (C).

(iv) "Members" means current financial members of U3A Nambucca Valley Association Incorporated and includes Life Members, as conferred according to clause 4(E).

(v) "Ordinary Member" of the Committee means a member of the Committee who is not an officer of U3A Nambucca Valley Association Incorporated under clause 7.

(vi) "Committee Meeting" means the meetings of the Committee convened under clause 6(D)(i) or a Special Committee Meeting convened under clause 6(D)(iii).

(B) **Interpretation**

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958, as amended.

3. AIMS AND OBJECTIVES

(A) **The objects of the Association shall be:-**

(i) To provide on-going learning programs of a stimulating and educational nature for older people.

(ii) To create an organisation in which there is no distinction (in terms of its membership) between those who teach and those who learn.

(iii) To adhere to a principle of mutuality, ie. wherever possible activities/contributions (with the exception of membership fees) be voluntary and freely given by members of the organisation to their fellow members.

(iv) To make use of members' own skills and abilities to teach and learn together.

(v) To work against ageist concepts and stereotypes, by making others aware of the intellectual, cultural and aesthetic potential of older adults.

(vi) To exchange ideas and resources with other U3As, interstate and overseas.

(vii) To support and encourage the establishment of similar institutions in other parts of Australia.

(viii) The Association shall be non-political and non-sectarian.

(B) **Guiding principles:-**

(i) Members will be encouraged to assist in the operation of the Association.
(ii) Members will receive no payment for contributions as tutors, discussion leaders, convenors or organisers. There may be occasions when the services of non-members with particular expertise will be required, in which case some payment may be necessary, as approved by the Committee.
(iii) Persons will not be prevented from joining because of age. Younger members will need to recognise that the needs and interests of Third Age persons will take precedence.
(iv) Annual Membership Fees principally finance the Association. Fee levels are kept as low as possible to enable access by persons on limited incomes.
(v) The Association will avoid outside support which is conditional, or may compromise independence.
(vi) The program of activities will be as wide as the human resources of its membership permits.
(vii) No qualifications are needed in any area of participation. Certification of course completion will not be issued.
(viii) The Association is a non-profit organisation.
(ix) Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used only in pursuance of the Objects of the Association, in such manner as the Committee determines.

4. MEMBERSHIP

(A) General

(i) Membership of the Association is generally open to retired or semi-retired persons, however the Committee may at its discretion approve an application from a person who is not retired or semi-retired.
(ii) Enrolment in courses is subject to prior payment of the Annual Membership Fee.

(B) Application for Membership

Application shall be on the form approved by the Committee.

(C) Register of Members

(i) A Register of Members of the Association shall be established and maintained.
(ii) The Register of Members shall be open for inspection by any member of the Association, at any reasonable hour, free of charge.

(D) Membership Fees

(i) The Annual Membership Fee, as determined by the Committee from time to time and ratified by a General Meeting, is due on 1 January and payable before course attendance.
(ii) New members joining after 30 June shall pay no less than 50% of the Annual Membership Fee for the first year.

(E) Life Membership

Life Membership may be conferred at the discretion of the Committee.

(F) Membership Entitlements Not Transferable

A right, privilege or obligation which a person has, by reason of being a member of the Association:
(i) is not capable of being transferred to another person, and
(ii) terminates on cessation of the person's membership.

(G) Cessation of Membership

A person ceases to be a member of the Association, if the person

(i) fails to pay his or her Annual Membership Fee by the due date,
(ii) is expelled from the Association by a 75% majority decision of all Committee Members, under clause 9(B)(iv)(c),
(iii) resigns his/her membership.

(H) Member's Liabilities

The liability of a member of the Association to contribute towards the payment of debts and liabilities of the Association, or the cost, 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 clauses 4(D)(i) and (ii).

(I) Equality of Membership

No member or group of members shall be allowed an advantage or preferential treatment in any matter whatsoever, which is not equally and freely available to all other members, unless such preference is available by Statute or Common Law.

5. GENERAL MEETINGS

(A) Annual General Meeting

(i) The Annual General Meeting of the Association shall be convened at least once in each calendar year, on such date and at such time as the Committee may decide, but no later than 31 March.
(ii) The business of the Annual General Meeting shall be
  (a) To confirm the minutes of the previous Annual General Meeting, and of any Extraordinary General Meeting held since that Meeting.
  (b) To receive the President's Annual Report and audited financial statements for the financial year.
  (c) To receive from the Committee, reports upon the activities of the Association during the preceding year.
  (d) To elect office bearers of the Association and ordinary members of the Committee for the ensuing year.
  (e) To appoint an independent accountant as auditor for the forthcoming financial year.
  (f) To consider any business of which prior notice has been given under clause 5(C)(ii).
  (g) To approve signatories for financial transactions under Clause 7(D)(ii).

(B) Extraordinary General Meeting

(i) The Committee may convene an Extraordinary General Meeting of the Association.
(ii) The Committee shall, on the requisition in writing of not less than 10% of the total number of members, convene an Extraordinary General Meeting within 2 months of receipt of the requisition.
(iii) The requisition for an Extraordinary General Meeting under clause 5(B)(ii), shall state the objects of the Meeting, shall be signed by the members making the requisition, and shall be sent to the Association's address.

(C) Notice of General Meetings

(i) The Secretary shall, at least 14 days before the date fixed for holding a General Meeting, notify each member in writing of the date, time and place of the Meeting and the nature of the business to be transacted at the Meeting.
(ii) A member desiring to bring any business before a Meeting shall, at least 21 days before that Meeting, give notice of that business in writing to the Secretary, who shall add the item(s) to the Agenda.

(iii) No business other than that set out in the notice convening the Meeting, or submitted in accordance with clause 5(C)(ii), shall be transacted at the Meeting.

(iv) Provided notice of any Meeting shall have been duly sent in accordance with clause 5(C)(i), the non-receipt of notice of Meeting by any member entitled to receive notice, shall not invalidate the proceedings of any Meeting.

(v) Public notice is to be published at least 14 days prior to the calling of all General Meetings.

(D) Proceedings at General Meetings

(i) **Chairperson**.

(a) The President shall preside as Chairperson at each General Meeting.

(b) If the President is absent from the General Meeting, or is unwilling to act, the Vice-President shall preside.

(c) If the President and Vice-President are absent from the General Meeting, or are unwilling to act, the members present shall elect one of their number to be the Chairperson at that meeting.

(ii) **Quorum**

(a) No item of business shall be transacted at General Meetings unless a quorum of 20 members entitled to vote is present, or by proxy, during the time when the Meeting is considering that item.

(b) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the Meeting, if convened under clause 5(B)(ii), shall be abandoned, and in any other case shall stand adjourned to a date to be fixed.

(iii) **Adjournment**

(a) 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 shall be transacted at an adjourned Meeting other than the business left unfinished at the adjourned Meeting.

(b) Where the Meeting is adjourned for 21 days or more, a like notice of the adjourned Meeting shall be given as in the case of a General Meeting.

(iv) **Voting**

(a) Only financial members and honorary members are entitled to vote at any Meeting.

(b) At a General Meeting each member has one vote only, either in person or by proxy, with the exception stated in clause 5(D)(iv)(c) below.

(c) In the case of an equal vote, the Chairperson of the meeting may exercise a casting vote.

(d) A question arising at a General Meeting shall be determined on a show of hands. The record of such determination in the Minutes is evidence of the fact.

(v) **Poll**

(a) If, at a General Meeting, a poll on any question is demanded by not less than 3 members,

(i) it shall be taken at that Meeting in such manner as the Chairperson may direct, and the resolution of the poll shall be deemed to be a resolution of the Meeting on that question; and

(ii) it shall take place forthwith.

(vi) **Proxy**

(a) Each member shall be entitled to appoint another member as his/her proxy by notice given to a member before the time of the Meeting in respect of which a proxy is appointed.

(b) The notice appointing the proxy shall be in a form approved by the Committee.
(c) No member may hold more than 5 proxies

6. THE MANAGEMENT COMMITTEE

(A) Powers of the Committee

(i) The Committee shall be subject to these Aims, Objectives and Rules.
(ii) Management of the Association is vested in the Committee, and it shall implement whatever action is necessary to achieve the Objectives of the Association within the framework of this Constitution, or otherwise as directed by a General Meeting, by Notice of Motion under clause 5(B)(iii) or clause 5(C)(ii).

(B) Constitution of the Committee

(i) The Committee shall consist of ten members being four office bearers and six ordinary members.
(ii) The office bearers shall be the President, the Vice President, the Secretary and the Treasurer.
(iii) The ordinary members of the Committee shall not be office bearers but may be appointed to such other positions as the Committee may deem appropriate from time to time.
(iv) The Committee shall appoint a Public officer.

(C) Election of the Committee

(i) Election of the Committee shall take place at the Annual General Meeting of the Association.
(ii) Any member of the Association shall be eligible to stand for election to the Committee.
(iii) Each member of the Committee shall hold office until commencement of elections at the next Annual General Meeting following the date of the member's election, or otherwise as decided under clause 6(C)(xii) or 6(C)(xv) but is eligible for re-election.
(iv) Any two members of the Association may propose nomination of any person for election to the Committee. Such nomination shall be in writing, on a form approved by the Committee, and bear the signatures of the proposers, together with the consent thereto of the nominee.
(v) A member of the Association may nominate himself or herself as a candidate for election or re-election to the Committee; such nomination must also be seconded according to clause 6(C)(iv) and otherwise follow the requirements of clause 6(C)(iv)
(vi) Nominations may be received by the Chairperson up to the time of commencement of the Annual General Meeting.
(vii) If insufficient nominations are received to fill all the vacancies on the Committee, the candidates nominated shall be deemed to be elected, any vacant positions remaining shall be deemed to be casual vacancies, and may be filled from the floor.
(viii) If the number of nominations is equal to the number of positions to be filled, the persons nominated shall be deemed to be elected.
(ix) If the number of nominations exceeds the number of positions to be filled, a ballot shall be held, in a form as approved by the Chairperson.
(x) No person employed by the U3A in a full-time capacity shall be eligible for election to the Committee, and no such persons shall be co-opted as a member of the Committee. Such person or persons may be invited to take part in a Committee meeting, but shall not have any right to vote on any matter before the Committee.
(xi) The Committee may fill any casual vacancy. A person chosen to fill such vacancy shall retire at the next Annual General Meeting in accordance with clause 6(C)(iii).

(xii) The Association in General Meeting, which may be called specifically for that purpose, may, by Special Motion, of which notice has been given under clause 5(B)(iii), remove any member, or members of the Committee, or the whole Committee, before the expiration of their current term of office, and may, by ballot conducted under the provisions of this Constitution, elect another person, or persons, or the whole of the Committee as the case may be, in his/her/their stead, such election being carried out according to clauses 6(C)(vii)(viii)(ix) and (xiii).

(xiii) A Returning Officer, who is a financial or honorary member of the Association, but is not a candidate for any vacant office, shall be appointed by the Chairperson to conduct any ballot required under clauses 5(D)(v), 6(C)(ix), 6(C)(xii) or which may be called for under clauses 9(B)(vii), 10(A) and 13(C).

(xiv) All positions on the Committee shall be honorary.

(xv) In the event that any Committee member fails to attend three consecutive Committee meetings and during that time fails to obtain leave of absence from the Committee, the Committee may by resolution remove that person from the Committee.

(D) Meetings and Quorum

(i) The Committee shall meet at least six times in each period of twelve months at such place and time as the Committee may determine.

(ii) The first meeting of the newly elected Committee shall be held within one month after the Annual General Meeting.

(iii) The President may, at any time, and the Secretary shall, upon request of not less than three members of the Committee, convene a Special Meeting of the Committee.

(iv) Oral or written notice of all meetings of the Committee shall be given by the Secretary to each member of the Committee at least forty-eight hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.

(v) Notice of the meeting given under clause 6(D)(iv) shall specify the general nature of the business to be transacted at the meeting.

(vi) Any four members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

(vii) No business shall be transacted by the Committee unless a quorum is present and if, within half an hour of the appointed time for the meeting, if called under clause 6(D)(i) a quorum is not present, the meeting stands adjourned to the same place, hour and day of the following week.

(viii) If, at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, all business will be conducted by the Executive under clause 6(G).

(ix) If a quorum is not present within half an hour of the time appointed for the Special Committee Meeting called under clause 6(D)(iii), the meeting shall be abandoned.

(x) At a meeting of the Committee the President shall preside. In the President's absence, the Vice-President shall preside. In the absence of the President and Vice-President, or should they be unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.

(E) Appointment of Sub-Committees

(i) The Committee may form Sub-Committees as required.

(ii) The President is an ex-officio member of all Sub-Committees.

(iii) All Sub-Committees shall report to the next regular Committee Meeting held under clause 6(D)(i), on all business effected at their meetings.

(iv) The term of any sub-committee shall terminate at the conclusion of its appointed task or may be terminated at any time by resolution of the Committee.

(F) **Voting and Decisions**

(i) Questions arising at a meeting of the Committee, or of any Sub-Committee appointed by the Committee, shall be determined by a majority of the votes of the members of the Committee or Sub-Committee present at the meeting.

(ii) Each member present at a meeting of the Committee, or of any Sub-Committee appointed by the Committee (including the person presiding at each meeting), is entitled to one vote but, in the event of any equality of votes on a question, the person presiding may exercise a second casting vote.

(G) **Executive**

The Executive shall consist of the President, the Vice President, the Secretary and the Treasurer and any three of these persons personally present shall constitute a quorum. In the case of an emergency, or when it is, in the reasonable opinion of the President, impractical to convene a meeting of the Committee to deal with a matter of business, the Executive is empowered to take whatever action is deemed necessary, and the Secretary shall table at the next Committee Meeting held under Clause 6(D)(i) a report on the action taken, for ratification or otherwise

(H) **Postal Or Electronic Ballots**

The Association may hold a postal or electronic ballot, as determined by the Committee. A Returning Officer, independent of the result of any such ballot, shall be appointed by the Committee for its conduct.

7. OFFICE BEARERS

(A) **President**

The President shall act as Chairperson at each General Meeting and Committee Meeting of the Association.

(B) **Vice-President**

The Vice-President shall act as Chairperson in the absence of the President.

(C) **Secretary**

The Secretary shall keep accurate records of

(i) all proceedings of the Association.
(ii) the Annual General Meeting under clause 5(A)(i).
(iii) all Extraordinary General Meetings under clause 5(B).
(iv) all meetings of the Committee under clause 6(D)(i).
(v) all Special Meetings of the Committee under clause 6(D)(iii).
(vi) the Constitution of the Association, as amended from time to time.
(vii) the file of correspondence representing the proceedings of the Association.
(viii) the duties associated with the position of Public Officer.
(ix) the Committee membership including each member's full name, residential address and date of birth.

(D) **Treasurer**

(i) The Treasurer shall ensure that

(a) an appropriate receipt is issued as soon as practicable after receiving all moneys.

(b) all moneys received by the Association are paid into an account in the Association's name.

(c) correct books of account are kept, showing the financial affairs of the Association.

(d) the books of account are available for inspection by any member of the Association at any reasonable hour, free of charge.
(e) the books of account are audited by the Auditor appointed under clause 5(A)(ii)(e) in due time for the Annual General Meeting.
(f) the audited report is presented to the next Annual General Meeting following the close of the financial year.
(g) the membership of the Association is kept in a permanent register of members as under clause 4(C)(i).

(ii) Payments shall be by
(a) cheque signed by any two of the signatories authorised by the Committee; or
(b) direct debit or Bpay; or
(c) a Petty Cash system for individual expenditure less than $50

(iii) Expenditure in excess of $500 shall be authorised by the Committee.

8. INSURANCE

The Association shall effect and maintain adequate insurance against all appropriate risks and as required by law.

9. SUGGESTIONS/COMPLAINTS

(A) Suggestions

(i) The Association welcomes constructive suggestions to improve the operations of the Association.

(ii) All suggestions should be in writing, and be delivered to the Secretary who shall table such suggestions at the next meeting of the Committee, for such action as the Committee may decide.

(B) Complaints

(i) Any member(s) with a grievance against another member(s) must state same in writing to the Committee, who shall list the grievance for discussion at the next Committee Meeting. The Committee may refuse to deal with a complaint if the Committee considers the complaint to be trivial or vexatious.

(ii) If the Committee decides to deal with the complaint, the member(s) with a grievance shall be invited to attend the next Committee Meeting to discuss the grievance.

(iii) The member(s) complained about under clause 9(B)(i) shall be invited to attend the Committee Meeting called under clause 9(B)(ii).

(iv) In the event of one party to the grievance being a member of the Committee, that party must step down from the Committee during the initial discussion and any subsequent discussions of the grievance by the Committee.

(v) The Committee shall hear both sides of the grievance. Its decision may involve
(a) no action being taken; or
(b) either or both members being suspended for a period to be decided by the Committee; or
(c) either or both members being expelled from the Association from a date to be decided by the Committee.

(vi) The Committee must inform the parties of the Committee's decision in writing within seven (7) days of the hearing.

(vii) If a dispute still exists subsequent to the hearing, the aggrieved member(s) may appeal to the Association in an Extraordinary General Meeting, which appeal must be lodged in writing with the Committee within seven (7) days of receiving the notification of the Committee's decision.

(viii) The Extraordinary General Meeting under clause 9(B)(vii) shall be called within 28 days of the receipt of the appeal. All relevant parties to the dispute will be invited to state their case.
(ix) The decision of the Extraordinary General Meeting shall be final.
(x) In the event of a grievance between members of the Committee, the matter shall be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

10. DISSOLUTION

(A) Majority Vote

The Association may be dissolved by a three-quarters (75%) majority vote of members present at an Extraordinary General Meeting convened for the purpose under clause 5(b)(i) to (iii).

(B) Disposal of Assets

Upon dissolution, all assets and funds of the Association, after payment of all expenses and liabilities, shall be disposed of to a Nambucca Valley charity nominated by the Committee.

11. COMMON SEAL

(A) The Common Seal of the Association shall be kept in the custody of the Public officer.
(B) The Common Seal shall not be affixed to any instrument except by the authority of the Committee, and the affixing of the Common Seal shall be attested by the signatures either of 2 Members of the Committee or of 1 Member of the Committee and of the Public Officer or President.

12. MISCELLANEOUS

Cessation of Course Leadership

Upon the majority decision of students in a particular Course and a 75% majority decision of all Committee Members, a Course Leader shall cease to be the Leader for that Course.

13. ALTERATIONS TO THE CONSTITUTION

This Constitution may be altered or amended only by a Notice of Motion
(A) of which prior notice has been given to all members entitled to attend and vote at a General Meeting of the Association under clause 5(C)(i);
(B) with voting taken at the Annual General Meeting held under clause 5(A)(i) or an Extraordinary General Meeting under clause 5(B)(i) to (iii) convened for that purpose;
(C) which is passed by a three quarters (75%) majority of financial members of the Association present or voting by proxies.

14. INSPECTION OF RECORDS AND BOOKS

(A) The following documents must be available for inspection, free of charge, by members of the Association at a reasonable time:

(i) This constitution
(ii) minutes of Committee meetings and general Meetings of the Association for the past 3 calendar years, and

(iii) records, books and other documents relating to the Association for the past 3 calendar years.

(B) A member may inspect a document referred to in subclause (A):

(i) in hard copy, or
(ii) in electronic form, if available.

(C) A member may obtain a hard copy of a document referred to in subclause (A) on payment of a fee of not more than $5, or as determined by the Committee, for each page copied.

(D) The Committee may refuse to allow a member to inspect or obtain a copy of a document under this Clause:

(i) that relates to confidential, personal, commercial, employment or legal matters, or
(ii) if the Committee considers it would be prejudicial to the interests of the Association for the member to do so.