

**CONSTITUTION
OF
U3A NEPEAN BLUE MOUNTAINS INC**
(UNIVERSITY OF THE THIRD AGE)

Under the Associations Incorporation Act 2009

Adopted by Special Resolution on: 8 April 2021

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Part 1 Preliminary

(1) Objectives

U3A Nepean Blue Mountains Inc. is a not for profit, non-political, non-sectarian Association providing equal opportunity, pursuing lifelong learning through the experience of U3A for all third agers. The Association is to establish and maintain within various localities, within and outside the Nepean and Blue Mountains regions, a U3A organisation that provides learning opportunities and social activities that are broadly in accordance with the Principles of the University of the Third Age (U3A).

- a) To Provide an affordable opportunity for learning opportunities and social activities, for persons over 50 years who are no longer in full time employment, using the abilities of the members of the Association themselves to individually and mutually take part in and contribute to the expansion of their knowledge in fields and/or disciplines of their choice.
- b) To be at all times, non-political, non-sectarian and culturally diverse in its learning opportunities and social activities.
- c) To contribute to the growth of intellectual and cultural interests among the citizens of the region.
- d) To provide opportunities for members to stay active through physical activity assisting in maintaining independent living.
- e) To conduct classes, workshops and social events to further these objects.

(2) General Aims

- a) Those who learn shall teach and those who teach shall learn, and there shall be no distinction between the two;
- b) There shall be no qualifications for membership, and no awards, degrees or diplomas given;
- c) The emphasis shall be on learning for the love of it, and shall include the values of making things, and on improving skills of all kinds;
- d) Learning shall take place in a friendly, supportive and social environment;
- e) Those joining U3A shall pay for its upkeep;
- f) There shall be no payment to any person (member or non-member) for teaching or providing a service to members, except in the case of reimbursement for such expenses as travel, photocopying, all of which must be approved by the Committee before such expenses occur.
- g) The curriculum of U3A shall be determined by the needs/preferences of members and according to the resources available to it.
- h) To use any funds raised or accruing primarily, for the promotion of the Objects and any surplus, at the discretion of the Management Committee, for local charitable purposes and the holding of occasional events with the purpose of enhancing the collegiality of the tutors and the members;
- i) To do all such things as may contribute to the attainment of the Objects, and
- j) Any and all discretion exercised under this Constitution, must be exercised in good faith, taking into consideration the Principles of U3A (See Indices 1) and the objects as set out above.

Part 2 Definitions

Section 1

In this constitution:

The Act means the Associations Incorporation Act 2009 No 7 of the Government of New South Wales.

The Regulation means the Associations Incorporation Regulation 2016.

Committee in relation to this Association means the governing body of the Association, however described.

Committee Member in relation to this Association, means a person who is elected under the Association's constitution as a member of the Committee of the Association.

Constitution means the constitution that is recorded in the Register of Incorporated Associations in relation to this Association.

liabilities mean any liabilities, debts or obligations (whether present or future, whether vested or contingent and whether personal or assignable).

public officer means the person appointed as the Association's public officer under Section 34 of the Act (refer Clause eighteen (18)).

official address means the address that is registered in the Register of Incorporated Associations as the Association's official address.

Register of Committee members means the register of Committee members kept by the Association for the purposes of Section 29 of the Act. In this Constitution:

ordinary Committee member means a member of the Committee who is not an office-bearer of the Association.

secretary means:

- (a) the person holding office under this constitution as secretary of the Association,
or
- (b) if no person holds that office - the public officer of the Association.

special general meeting means a general meeting of the Association other than an annual general meeting.

Section 2

In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

Section 3

The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 Membership

2 Membership Eligibility and Types

- (1) A person is eligible to be a member of the Association if:
 - (a) the person is a natural person, and
 - (b) the person agrees to support the principles and policies of the Association, and
 - (c) *the person is at least fifty (50) years of age and no longer working in a full-time capacity; or*
 - (d) *that person has applied and been accepted for membership in accordance with Clause 3 below.*
- (2) There are three (3) types of membership:-

Ordinary member

On approval, ordinary membership will be granted to persons applying under Clause three (3) below. They shall have full voting rights and all other rights as granted by this Constitution.

A Class Leader of the Association who is appointed by the Committee to be responsible for the scheduling, leading and teaching of a class shall be granted ordinary member status as described in this paragraph with no payment of fees, however, should that person choose to attend other classes of the Association, in which they are not the Class Leader, they shall be required to pay the annual fee.

Honorary member

Honorary Membership may be granted by the Committee, on a case-by-case basis, to honoured guests and other visitors of the Association, who do not fall into other categories of membership. Honorary Members will have membership for a limited time and will not have voting rights.

Life member

Life Membership is an honour bestowed on members of this Association who have rendered special or invaluable services to the Association well beyond that of a typical member. See also Clause 49

3 Application for membership

- (1) An application by a person for membership of the Association:
 - (a) must be made in writing in the form (*Refer Indices 1*), and
 - (b) must be lodged with the Secretary.
 - (c) must be accompanied by the requisite fees as per Clause Eight (8) below.
- (2) As soon as practicable after receipt of an application for Membership and the requisite Fees, the Committee shall determine whether the applicant satisfies the eligibility for membership specified in Clause 2 above, and if so satisfied, or alternatively the Committee exercises its discretion to accept the applicant as eligible for membership, shall promptly accept the application in writing, provide the new member with a membership badge for the year of application, and a receipt for the requisite Membership Fee paid, and enter the new member's name, postal, residential or email address in the Register of Members together with the date on which the application was accepted by the Committee.

If the Committee considers that an applicant does not satisfy the criteria for membership, the secretary shall notify the applicant in writing accordingly that their application has been deemed unsuccessful.

The applicant has the right to appeal the assessment within 28 days of the date of notification by requesting a meeting with the Committee to discuss the reasons why their application should be accepted.

If the applicant chooses not to appeal, then the Committee may deem the application unsuccessful and any monies paid by the applicant will be refunded.

4 Cessation of membership

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, or
- (d) fails to pay the annual membership fee under Clause eight (8) below.

5 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

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

6 Resignation of membership

- (1) A member of the Association may resign from membership of the Association by giving to the secretary written notice of the member's intention to resign. Such resignation shall be effective within seven (7) days of receipt thereof by the Secretary.
- (2) Resignation shall not entitle the member resigning to a reimbursement of any fees paid for the year in which the resignation takes effect.
- (3) If a member of the Association ceases to be a member under Sub-Clause one (1) above, the secretary must ensure an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

7 Register of Members and Register of Members of the Committee

- (1) The Secretary shall ensure that a Register of Members is established and maintained, (whether in written or electronic form) specifying the name and postal or residential and email address of each person who is a member of the Association together with the date on which the person became a member and the date on which that person ceased to be a Member.
- (2) The register of members must be kept in New South Wales, at the main premises of the Association, or if the Association has no premises, at the Association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Association during our U3A office hours.

- (4) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) The Committee or a member may only use the Register of Members for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (b) the purpose of sending the person a notice in respect of a local educational, social or cultural event or educational material, or
 - (c) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) When a person ceases to be a Committee Member, electronic or hard copies of the Register of Members, held by that member, must be passed to their Committee successor, or to the Secretary should there not be an immediate successor.
- (8) The Association must keep a Register of Committee Members in accordance with section 29 of the Act.
- (9) The register must contain the following particulars in relation to each Committee Member
 - a) The Committee Member's name, date of birth and residential address
 - b) The date on which the Committee Member takes office
 - c) The date on which the Committee Member vacates office
 - d) Such other particulars as may be prescribed by the Regulation.
- (10) The Register must be kept in New South Wales:
 - a) At the main premises of the Association, or
 - b) If the Association has no premises, at the Association's official address.
- (11) Any change in the Committee's membership must be recorded in the register within one (1) month after the change occurs.
- (12) The registers, must, during our U3A office hours, be kept available for inspection, free of charge, by any person. And a member of the Association may obtain a copy of any part of the Register of Committee Members on payment of a fee of not more than one dollar (\$1.00) for each page copied.
- (13) If the register of Members and/or the register of Committee Members is kept in electronic form, it must be readily convertible into hard copy, and the requirements in this Clause apply as if a reference to the register of Members a reference to a current hard copy of the Register of Members.

8 Fees and Subscriptions

- (1) Admission Fees, Membership Fees and renewal of Membership Fees shall be determined by the Committee from time to time and in determining the level of fees, the Committee shall be guided by the principle that the income of the Association from all sources including fees, should be sufficient to cover the projected expenditure of the Association from time to time.
- (2) Any Admission Fee and the Membership Fee is payable on the date of lodgement of the application for membership. Membership expires on 31

December of the calendar year in which the member joined the Association.

- (3) The Committee may from time to time set course or class fees which shall be paid as directed by the Committee from time to time.
- (4) For persons wishing to become new members, any Admission Fee and Membership Fee is payable on lodgement of the application for membership. Membership expires on 31 December of the calendar year for which the member joined the Association.
- (5) The Membership Fee of any person who joins the Association on or after 1 July in any calendar year shall be fifty per cent (50%) of the annual membership fee for that year. Such membership shall be taken to expire at the end of the calendar year in which the membership is paid.
- (6) Membership renewal in Subsequent years, is effective on the date of receipt of the requisite Membership Fee to 31 December for which the fee is paid to the Association
- (7) Members who have not renewed their membership by the last day in February will have their membership cancelled and shall have no entitlement to exercise any right accruing to a member, and, in particular, may not attend any course, class or other activities organised by the Association.

9 Members' liabilities

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 including any class fees.

10 Resolution of disputes and grievances

- (1) A grievance is defined as a; -
 - (a) a wrong considered as grounds for complaint, or something believed to cause distress: and/or,
 - (b) a complaint or resentment, as against an unjust or unfair act: to have a grievance against someone.

The grievance and conflict procedure set out in this Constitution applies to disputes between:

- a) a member and another member (in their capacity as members); or
- b) a member and the Committee; or
- c) a member and a Committee Member
- d) a member and the Association.

A Member must not initiate a grievance procedure in relation to a matter, which is the Subject of a disciplinary procedure until the disciplinary procedure has been completed.

Parties must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.

- (2) If the parties are unable to resolve the dispute between themselves within fourteen (14) days, the parties must within ten (10) days:

- (a) notify the Committee of the dispute, in writing, stating the exact nature of the dispute; and
 - (b) agree to the appointment of a mediator; and
 - (c) attempt, in good faith, to settle the dispute by mediation.
- (3) The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of an agreement:
 - 1) If the dispute is between a member and another member, a person appointed by the Committee. This may be a member or former member of the Association, but in any case, must not be a person who has a personal interest in the dispute or is biased in favour or against any party; or
 - 2) if the dispute is between a member and the Committee or the Association, a person appointed by or employed under the Community Justice Centre's Act.
- (4) the mediator of the dispute in conducting the mediation must:
- (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties, of any written statement submitted, by any party; and
 - (c) ensure that natural justice is accorded, in a clear and transparent manner, to all parties throughout the meditation process; and
 - (d) the Mediator is present to facilitate a resolution and must not make a determination in regard to the dispute.
- (5) If the dispute is not resolved by negotiation within four (4) months of receipt of a written "invitation to negotiate" issued by the Secretary of the Association, it may be referred by a disputing party to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (6) In the case of a dispute as outlined in Clause ten (10) (3) (b) (ii) the matter will proceed directly to arbitration.
- (7) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (8) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

11 Disciplining of members

- (1) A complaint may be made to the Committee by any person that a member of the Association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Secretary must: -

- (a) cause notice of the complaint to be served on the Member concerned; and grounds for the proposed disciplinary action; and
 - (b) must give the member at least twenty-one (21) days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Committee may by special resolution, expel the Member from the Association or suspend the Member from the Association, if after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved, and the action proposed is warranted in the circumstances.
- (5) If the Committee expels or suspends a Member, the Secretary must, within seven (7) days after the action taken, cause written notice to be given to the member of the action taken, of the reasons given by the subcommittee for having taken that action, and the members right of appeal under Clause twelve (12).

The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Clause twelve (12) below,

whichever is the latest.

12 *Right of appeal of disciplined member*

- (1) A member may appeal to the Association in general meeting against a resolution of the Committee under Clause 11, within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under Sub-Clause (1), the secretary must notify the Committee, which is to convene a special general meeting of the Association to be held within twentyeight (28) days after the date on which the secretary received the notice.
- (4) At a general meeting of the Association convened under Sub-Clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
 - (d) the appeal is to be determined by a seventy five percent (75%) majority of votes cast by members of the Association.

Part 3 The Committee

13 *Powers of the Committee*

- (1) Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in general meeting, the Committee:
 - (a) is to control and manage the affairs of the Association, and
 - (b) may exercise all the functions that may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
 - (c) has power to perform all the acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association

Limitation of Powers of the Committee

- (2) Notwithstanding the provisions of Section 5 of the Act and Subject to Clause three (3) below, no salary or remuneration shall be paid to any member of the Association in respect of services rendered to the Association as a course or discussion leader, occasional lecturer, course convenor, course organiser or otherwise related to the management of the Association.
- (3) Nothing in the preceding Clause shall be taken to prevent the reimbursement of Disbursements incurred by members in the course of providing voluntary services to the Association, nor the making of a gift of such amount as the Committee may determine, to a member as a token of appreciation of special services rendered voluntarily to the Association and its Members.

14 *Composition and Membership of Committee*

- (1) Subject to Section 28 of the Act, the Committee is to consist of:
 - (a) the office-bearers of the Association, and
 - (b) at least 3 ordinary Committee members,each of whom is to be elected at the annual general meeting of the Association under Clause fifteen (15) below.
- (2) The total number of Committee members is not to exceed twelve (12).
- (3) The office-bearers of the Association are as follows:
 - (a) the president,
 - (b) two vice-presidents, one of whom must be from the Blue Mountains and the other from the Nepean areas,
 - (c) the treasurer,
 - (d) the secretary
- (4) A Committee member may hold up to 2 offices (other than both the offices of president and vice-president concurrently).
- (5) There is no maximum number of consecutive terms for which a Committee member may hold office.
- (6) Each member of the Committee is, Subject to this constitution, to hold office until immediately before the election of Committee members at the annual general meeting (including the election of the Committee members) next following the date of the member's election, and is eligible for re-election.

- (7) An honorary member is not entitled to nominate or hold a position on the Committee.

15 Election of Committee members

- (1) Nominations of candidates for election as office-bearer(s) of the Association or as ordinary Committee member(s):
- (a) must be made in writing, signed by two (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 fourteen (14) days before the date fixed for the holding of the annual general meeting at which the election is to take place. The Secretary must by notice in writing (alternatively by posting in School of Arts, by email and placing on the Association's website) inform members five (5) days prior to the date of the annual general meeting of the identity of the nominees and the positions for which they have nominated.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary Committee members of the Committee is to be conducted at the annual general meeting in any usual and proper manner that the Committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member must be a current member of the Association.

16 Secretary

- (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
- (a) all appointments of office-bearers and members of the Committee, and
 - (b) the names of members of the Committee present at a Committee meeting or a general meeting, and
 - (c) all proceedings at Committee meetings and general meetings.
- (3) Maintain the Registers referred to in Clause seven (7).
- (4) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (5) The signature of the chairperson may be transmitted by electronic means for the purposes of Sub-Clause (4).

17 Treasurer

It is the duty of the treasurer of the Association to ensure:

- (1) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (2) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.
- (3) the Treasurer shall open and maintain such accounts in the name of the Association with such Banks or other Financial Institutions as the Committee from time to time direct.
- (4) the Treasurer shall ensure that all the money received by the Association is deposited, as soon as practicable and without deduction, to the credit of the Association's account.
- (5) on behalf of the Association, the Treasurer shall ensure that, as soon as practicable after receiving any money, an appropriate receipt or other acknowledgement is issued.
- (6) at each meeting of the Committee, the Treasurer must present for ratification by the Committee, a statement of all accounts paid since the date of the last meeting and shall make interim financial reports to the Committee as necessary.
- (8) the Treasurer shall prepare financial statements for consideration by the Members at the Annual General Meeting.
- (9) For the purposes of sections 46-49 of *the Act*, the Treasurer shall present to the Committee, as soon as practicable following the completion of the financial year, a statement of the Association accounts in accordance with clause one (1) above.
- (10) The Treasurer shall monitor the reporting amount for Tier 1 Associations and advise the Committee should their annual turnover of financial transactions or their current assets approach the Tier 1 reporting amount.
- (11) Should the Association reach the Tier 1 amount in clause ten (10) above, the Treasurer shall source and make recommendation to the Committee the name of a registered Auditor to audit the Associations financial records.
- (12) Should an audit be required, the Treasurer shall cause financial statements to be prepared in relation to the Association's financial affairs, and
- (13) Must cause the financial statement to be audited in time for the Association's next Annual General Meeting
- (14) The Treasurer shall ensure such audit meets the requirements of *the Act*.

18 Public Officer

A public officer is both the official point of contact for an incorporated association and one of the authorised signatories.

(1) Eligibility

- (a) A committee member, an ordinary member or a person outside the association may hold the position of public officer.
- (b) The public officer must be over eighteen (18) years of age and reside in New South Wales. An association's incorporation may be cancelled if it does not have a public officer or if its public officer does not comply with these requirements.

(2) Appointment

The committee must fill any vacancy in the position of public officer within 28 days of the removal of a Public Officer.

(3) Removal of a Public Officer

A public officer will vacate the position if he or she:

- dies
- resigns in writing to the committee
- is removed from office by the passing of a resolution at a general meeting
- becomes bankrupt
- becomes a mentally incapacitated person
- ceases to be a resident of New South Wales, or
- meets any circumstances as provided for in the constitution.
- The new public officer must notify Fair Trading within 28 days of the new appointment. Notification must be in the approved form Notice of appointment of public officer and notice of change of association address (form A9).

(4) Authorised Signatory

The public officer is automatically one of the authorised signatories for the association. However, the public officer is not automatically a signatory to the association's bank account.

(5) Responsibilities of the public officer

- (a) notifying Fair Trading of any change in the association's official address within 28 days
- (b) collecting all association documents from former committee members and delivering the documents to the new committee member
- (c) returning all association documents to a committee member within fourteen (14) days, upon vacating office
- (d) acting as the official contact for the association, including taking delivery of documents served on the association and bringing them to the attention of the committee as soon as practicable custody of any documents as required by the constitution.
- (e) advising the Committee of any changes to legislation that effects the Association and/or its Constitution.

19 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, Subject to this constitution, until the annual general meeting next following the date of the appointment.

- (2) A casual vacancy in the office of a member of the Committee occurs if the member:
- (a) dies, or
 - (b) ceases to be a member of the Association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under Clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Committee from three (3) consecutive meetings of the Committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

20 Removal of Committee members

- (1) The Association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in Sub-Clause one (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21 Committee meetings and Quorum

- (1) The Committee must meet at least three (3) times in each period of 12 months at the place and time that the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the president or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee must be given by the secretary to each member of the Committee at least forty-eight (48) hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under Sub-Clause three (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any five (5) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
 - (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
 - (8) At a meeting of the Committee:
 - (a) the president or, in the president's absence, either of the vice-president/s is to preside, or
 - (b) if the president and both of the vice-president/s are absent or unwilling to act, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.
- 21 Appointment of Association Members as Committee Members to constitute a Quorum.
- (1) If at any time the number of Committee members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee members may appoint a sufficient number of members of the Association as Committee members to enable the quorum to be constituted,
 - (2) A member of the Committee so appointed is to hold office, subject to this constitution, until the next Committee meeting.
 - (3) This Clause does not apply to the filling of a casual vacancy to which Clause eighteen (18) applies.

22 Use of technology at Committee meetings

- (1) A Committee meeting may be held at two (2) or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
- (2) A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23 Delegation by Committee to Sub-Committee

- (1) The Committee may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such member or members of the Association that meet the requirements for nomination outlined in Clause 15 Sub-Clause (7) and that the Committee thinks fit) the exercise of any such of the functions of the Committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a Sub-Committee under this Clause may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- (3) A delegation under this Clause may be made Subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under Clause one (1) above, the Committee may continue to exercise any function delegated.

- (5) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this Clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause.
- (7) A Sub-Committee may meet and adjourn as it thinks proper.

24 Voting and decisions

- (1) Questions arising at a meeting of the Committee or of any Sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or Sub-Committee present at the meeting except where the Constitution requires more than a simple majority.
- (2) Each member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Clause 20 (5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.

Part 4 General Meetings

25 Annual General Meeting

- (1) The Association must hold its annual general meetings:
 - (a) within 6 months after the close of the Association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

26 Procedures for the Annual General Meeting

- (1) The annual general meeting of the Association is, Subject to the Act and to Clause twenty-five (25), to be convened on the date and at the place and time that the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and ordinary Committee members,
 - (d) to receive and consider any financial statement or report required to be Submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

27 Procedures of Special General Meeting

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee must, on the requisition of at least five percent (5%) of the total number of members entitled under this constitution to vote at a general meeting, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within one (1) month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- (5) A special general meeting convened by a member or members as referred to in Sub-Clause four (4) above must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.
- (6) For the purposes of Sub-Clause two (2):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting, give a notice in accordance with Clause forty-six (46) to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under Clause twenty-six (26), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Clause (26).
- (4) A member desiring to bring any business before a general meeting may give notice in writing in accordance with Clause forty-six (46) of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Three percent (3%) of the total membership (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least one percent (1%) of the total membership) are to constitute a quorum.

30 Presiding Member

- (1) The president or, in the president's absence, either of the vice-president/s, is to preside as chairperson at each general meeting of the Association.
- (2) If the president and the vice-president/s are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at 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.
- (2) If a general meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in Sub-Clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32 Making of decisions.

- (1) A question arising at a general meeting of the Association is to be determined by:
 - (a) a show of hands, or, if the meeting is one to which Clause thirty-six (36) applies, any appropriate corresponding method that the Committee may determine, or
 - (b) if on the motion of the chairperson or of five (5) or more members present at the meeting and entitled to vote under this constitution decide that the question should be determined by a written ballot.

- (2) If the question is to be determined by a show of hands, 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, or an entry to that effect in the minute book 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.
- (3) Sub- Clause two (2) above applies to a method determined by the Committee under Sub-Clause one (1) above in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33 Special resolutions

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

34 Voting

- (1) On any question arising at a general meeting of the Association a member entitled to vote under this constitution has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (4) A member is not entitled to vote at any general meeting of the Association if the member is under fifty (50) years of age.

35 Proxy votes not permitted.

Proxy voting must not be undertaken at or in respect of a general meeting.

36 Postal or electronic ballots

- (1) The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under Clause twelve (12)).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the *Regulation*.

37 Use of technology at general meetings

- (1) A general meeting may be held at two (2) or more venues using any technology approved by the Committee that gives each of the Association's members a reasonable opportunity to participate.
- (2) A member of an Association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

38 *Insurance*

- (1) The Association must affect and maintain public liability insurance.
- (2) The Committee from time to time may affect and maintain other insurance/s to protect the Association from risks identified by the Committee.

39 *Funds - source*

The funds of the Association are to be derived from Membership application and course fees, annual subscription of members, donations and, subject to any resolution passed by the Association in general meeting, any other sources that the Committee determines. See also Clause 17.

40 *Funds - management*

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories authorised to do so by the Committee.
- (3) Nothing in the preceding Clause two (2) above, precludes the Committee approving the opening and maintaining, from time to time, of an account for the sole purpose of the issue of debit card/s for the ease of purchase by electronic payments. The number of, and the names of the Committee members who are to be cardholders of the cards shall be designated by the Committee and recorded in the minutes.

41 *Association is non-profit.*

Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines pecuniary gain for the purpose of this Clause.

42 *Distribution of property on winding up of Association.*

- (1) Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this Clause, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an Association.

43 Change of name, objects and constitution

An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

44 Official Address

The association must have an official address. The official address must be a physical address in NSW where the public officer can generally be found. It must be the premises where documents can be received by post.

The official address cannot be a post office box.

The public officer must advise NSW Fair Trading of a change of official address by lodging the approved form Notice of appointment of public officer and notice of change of association address (form A9) within 28 days after the current address becomes obsolete or unusable.

45 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept in New South Wales:

- (a) at the main premises of the Association, in the custody of the public officer or a member of the Association (as the Committee determines), or
- (b) if the Association has no premises, at the Association's official address, in the custody of the public officer.

46 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the Association during our U3A office hours:
 - (a) records, books and other financial documents of the Association,
 - (b) this constitution,
 - (c) minutes of all Committee meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in Clauses nine (9), and Sub-Clause one (1) above) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite Clauses nine (9), and Sub-Clause one (1) above), the Committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

47 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or

- (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is handed to the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

48 Financial year

The financial year of the Association is the calendar year commencing 1st January and ending on the following 31st December.

49 Life Membership

- (1) The Committee may, from time to time, call for nomination of a member of the Association who has contributed most significantly to the Association, over a number of years, demonstrating commitment to the Association that has led to its growth and betterment.
- (2) Nomination must be in writing and outline how the nominee meets the eligibility listed in clause one (1) above.
- (3) The nominee must be a current member of the Association, but an Honorary Member is not eligible.
- (4) The Committee shall consider all nominations each year prior to the Annual General Meeting deciding how many awards will be presented to the next General Meeting.
- (5) Should the decision be made to make Life Membership Awards for a particular year, decide
 - (a) whether to evaluate the nominations themselves, or
 - (b) request existing Life Members to be involved in the discussions.
- (6) Not precluding that a current Committee Member may be nominated, no one who is nominated, or related to, or a close personal friend of a nominee, shall be included in the decision to evaluate the nominee/s.
- (6) Where possible, the nominee/s should not be informed of either their nomination or their award prior to the presentation of their nomination to the members at the General Meeting.
- (7) A life member is entitled, without payment of any subscription or other monies, to all privileges membership of the Association, for the remainder of their life.

50 Indemnification of Board and Committee.

The Association shall indemnify and hold harmless each member of the Committee from and against any and all liabilities, costs and expenses incurred by such person as a result of any act or omission in connection with the performance of such person's duties, responsibilities and obligations hereunder if such person acts in good faith and in a manner that he or she reasonably believes to be in, or not opposed to, the best interests of the Association, to the maximum extent permitted by law.

51 Wearing of badges

Members are required to wear their Membership Badge when attending courses or other events organised by the Committee.

