

## Proposed changes to the constitution of U3A Nepean Blue Mountains Inc

In accordance with Special Resolution (c) carried at the Special General Meeting held Wednesday 15<sup>th</sup> November 2017 a Sub-Committee was formed to make recommendations for changes to the approved Constitution which was registered on 21/11/18.

The following are the changes which have been proposed by the Constitution Sub-Committee.

Due to the number and nature of the changes it is the recommendation of the Sub-Committee that the 2017 Constitution be rescinded and the 2018 Constitution adopted in its entirety.

Clause	Current	Proposed Change	Reason for Change
Contents	1 Definitions	1.1 Statement of objects 1.2 Definitions	Updated to reflect revised numbering and additional heading
1.1	Nil	Include a Statement of Objects before Definitions	Outlines the reason the organisation exists
2.2	Six membership types and varied voting rights; (a) Ordinary Member, (b) Life Member, (c) Honorary Member, (d) Class Leader, (e) Class Leader plus Member, and (f) Associate Member.	Reduction of membership types to three; (a) Ordinary Member, (b) Honorary Member, and (c) Life Member with the various descriptions included. Honorary Member has no voting rights.	Simplify membership and fee structure
2 (3) & (4)	(3) A person is taken to be a member of the association if:  (a) the person is a natural person, and  (b) the person was:  (i) in the case of an unincorporated body that is registered as the association - a member of that	Deleted	Is only relevant for new associations

	<p>unincorporated body immediately before the registration of the association, or</p> <p>(ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or</p> <p>(iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.</p> <p>(4) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.</p>		
3 (1) (c)	Nil	must be lodged accompanied by payment of the required dues for membership.	Payment of dues with application for membership
3 (2)	As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, which is to determine whether to approve or to reject the application.	<p>Upon receipt of the membership form and dues:</p> <p>(a) the secretary (or delegate) will issue a membership number and card, at which point the applicant becomes a member of the association, and</p>	Aligns with actual process followed by the association

		(b) the membership will be entered into the register of members.	
3 (3)	<p>As soon as practicable after the committee makes that determination, the secretary must:</p> <p>(a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and</p> <p>(b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.</p>	<p>A membership application may be ruled invalid by a motion of the committee if details on the application form have been found to be misrepresented.</p> <p>As soon as practicable after the committee makes this assessment, the secretary must notify the applicant in writing (including by email or other electronic means, if the committee so determines) that their application has been deemed invalid.</p> <p>The applicant has the right to appeal the assessment within 28 days of the date of notification by:</p> <p>(a) providing proof that the information in their application is correct and/or</p> <p>(b) request a meeting with the committee to state reasons why their application should be accepted</p> <p>If the applicant chooses not to appeal or does not provide sufficient reason for acceptance of their application then the Committee may deem the application invalid and any monies paid by the applicant will be refunded.</p>	Proposed process to be followed

3 (4)	The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.	Deleted	Clause 3 (2) aligns with the actual process followed for the association
7 (1)	The secretary must establish...	The secretary (or delegate) must establish...	Inserted (or delegate)
8 (1)	A member of the association...	A new member of the association...	Inserted new as clause 8 (2) now relates solely to membership renewals and there is no 2 step payment process
8 (2)	In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:	A member renewing their membership with the association must pay an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount.	Relates only to membership renewals and there is no 2 step payment process
8 (3)	The amounts referred to in subclause (1) and (2) do not apply to the following non-fee membership types: (a) Life Member, or (b) Honorary Member, or (c) Class Leader Member, or (d) Associate Member.	Deleted and replaced with: the committee may at its discretion grant first time member's the right to access classes prior to the commencement of the financial year for which their membership applies. Members granted such consideration are not entitled to vote, and cannot nominate or hold positions in the association prior to the financial year in which their membership applies.	This clause is not required with the reduction of membership types and fee structure outlined clause 2.2 Aligns with current unwritten policy but ensures no confusion between the right of new members to access classes prior to the year in which they are financial and the lack of voting rights during this period

10	Resolution of disputes	Resolution of disputes and grievances	Added, and grievances
10 (1)	<p>A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.</p>	<p>A grievance is defined as a disagreement in relation to a condition, relationship or practice where a circumstance thought to be unjust or injurious is cause for complaint. The grievance and conflict procedure set out in this Constitution applies to disputes between:</p> <p>(a) a member and another member; or  (b) a member and the Committee; or  (c) a member and the Association.</p> <p>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.</p> <p>Parties must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.</p>	<p>Dispute and grievances are expected to be handled in a number of steps rather than referring immediately to mediation</p>
10 (2)	<p>Original clause 10 (2) kept but now 10 (6)</p>	<p>If the parties are unable to resolve the dispute between themselves within 14 days, the parties must within ten (10) days:</p> <p>(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;</p>	<p>Dispute and grievances are expected to be handled in a number of steps rather than referring immediately to external mediation</p>

		and (c) attempt, in good faith, to settle the dispute by mediation.	
10 (3)	Original clause 10 (3) kept but now 10 (7)	The mediator must be: (a) a person chosen by agreement between the parties; or (b) in the absence of an agreement: (i) 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 (ii) 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.	Outlines method of appointing internal mediator
10 (4)	Nil	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	Outlines expectation of internal mediator

		<p>any written statement submitted, by any party; and</p> <p>(c) ensure that natural justice is accorded, in a clear and transparent manner, to all parties throughout the meditation process; and</p> <p>(d) the Mediator is present to facilitate a resolution and must not make a determination in regard to the dispute.</p>	
10 (5)	Nil	<p>If the dispute between members remains unresolved the matter is to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.</p> <p>In the case of a dispute as outlined in clause 10 (3) (b) (ii) the matter will proceed directly to arbitration (refer clause 10 (7)).</p>	Transition to external mediation
10 (6)	(2) 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.	(6) 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.	Original clause 10 (2) becomes clause 10 (6)
10 (7)	The <i>Commercial Arbitration Act 2010</i> applies to a dispute referred to arbitration.	(7) The <i>Commercial Arbitration Act 2010</i> applies to a dispute referred to arbitration.	Original clause 10 (3) becomes clause 10 (7)
11 (3)	<p>If the committee decides to deal with the complaint, the committee:</p> <p>(a) must cause notice of the complaint to be served on the member concerned, and</p>	<p>If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee shall appoint a Disciplinary Sub-Committee of three (3) persons to hear the matter and determine</p>	<p>Complaints are to be handled by a sub-committee not the entire committee.</p> <p>Sub-committee qualifications clearly outlined.</p>

	<p>(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and</p> <p>(c) must take into consideration any submissions made by the member in connection with the complaint.</p>	<p>what action, if any, to take against the member.</p> <p>The members of the Disciplinary Sub-Committee:</p> <p>(a) may be current or previous Committee members; and</p> <p>(b) must not be biased against, or for, the member concerned.</p>	
11 (4)	<p>The committee may, by resolution, expel the member from the association or suspend the member from membership of 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 expulsion or suspension is warranted in the circumstances.</p>	<p>Before disciplinary action is taken against a Member, the Secretary must give written notice to the member stating:</p> <p>(a) that the Association proposes to take disciplinary action against the Member; and</p> <p>(b) the grounds for the proposed disciplinary action; and</p> <p>(c) the date, time and place of the Disciplinary Meeting; and</p> <p>(d) advising the Member that he/she may do one of the following –</p> <ul style="list-style-type: none"> <li>(i) attend the Disciplinary Meeting and address the Disciplinary Sub-Committee at that meeting; and/or</li> <li>(ii) give a written statement to the Disciplinary Meeting at any time before the Disciplinary Meeting; and/or</li> <li>(iii) may call upon any persons who will</li> </ul>	<p>Outlines the steps to be taken in notifying the member which is more thorough than the previous clause 11 (3)</p>



		<p>stand as witness for them on the disciplinary matter; and</p> <p>(iv) may call upon a support person, who is not a legal officer, to accompany them at the Disciplinary Meeting. This person is not entitled to address the Disciplinary Meeting.</p> <p>The above notice must be given no earlier than twenty-eight (28) days, and no later than fourteen (14) days prior to the Disciplinary Meeting being held.</p>	
11 (5)	If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.	<p>At the disciplinary meeting, the Disciplinary Sub-Committee must:</p> <p>(a) give the Member an opportunity to be heard; and</p> <p>(b) receive any testimony submitted, both oral and written, as offered by the member and their witness or witnesses.</p>	Outlines how the disciplinary meeting is to be conducted
11 (6)	Original clause 11 (6) has become 11 (8)	<p>The Disciplinary Sub-Committee may</p> <p>(a) reprimand the Member; or</p> <p>(b) suspend the Membership of the Member for a specified period; or</p> <p>(c) expel the Member from the Association.</p>	Similar to original clause 11 (4) with the inclusion of reprimand rather than just suspension or expulsion
11 (7)	Nil	The Disciplinary Sub-Committee may not fine the Member.	Cannot impose a fine

11 (8)	<p>(2) The expulsion or suspension does not take effect:</p> <p>(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or</p> <p>(b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12,</p> <p>whichever is the later.</p>	<p>(8) The expulsion or suspension does not take effect:</p> <p>(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or</p> <p>(b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12,</p> <p>whichever is the later.</p>	<p>With additional steps in the process the original clause 11 (2) has become 11 (8)</p>
14 (1) (b)	<p>Subject to Section 28 of the Act, the committee is to consist of:</p> <p>(a) the office-bearers of the association, and</p> <p>(b) 6 ordinary committee members,</p>	<p>Subject to Section 28 of the Act, the committee is to consist of:</p> <p>(a) the office-bearers of the association, and</p> <p>(b) at least 3 ordinary committee members,</p>	<p>Allows for a smaller committee</p>
14 (2)	<p>The total number of committee members is to be 11 and 12 when the immediate past president holds office for one term.</p>	<p>The total number of committee members is not to exceed 12.</p>	<p>Total maximum number of committee members remains unchanged</p>
14 (3)	<p>The office-bearers of the association are as follows:</p> <p>(a) the president,</p> <p>(b) two vice-presidents, one of whom must be from the Blue Mountains</p> <p>(c) the treasurer,</p>	<p>The office-bearers of the association are as follows:</p> <p>(a) the president,</p> <p>(b) two vice-presidents, one of whom must be from the Blue Mountains</p> <p>(c) the treasurer,</p>	<p>The new president and/or committee may call upon the previous president however there is no obligation on either party to comply with this request.</p>

	(d) the secretary (e) the immediate past president for one term only	(d) the secretary	
14 (5)	A committee member may hold office for no longer than five consecutive terms.	There is no maximum number of consecutive terms for which a committee member may hold office	Reverted to wording in Model Constitution
14 (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 next following the date of the member's election, and is eligible for re-election subject to paragraph 5.	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 next following the date of the member's election, and is eligible for re-election.	As clause 14 (5) no longer has restrictions on terms then this clause does not need to be referenced in 14 (6)
14 (7)	Only fee paying (financial members) may serve as committee members.	An honorary member is not entitled to nominate or hold a position on the committee.	This clause reflects changes of membership types and fee structure outlined clause 2.2
15 (1)	Nominations of candidates for election as office-bearer of the association or as ordinary committee member:	Nominations of candidates for election as office-bearer(s) of the association or as ordinary committee member(s):	Allows members to nominate for more than one position.
15 (7)	A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association holding voting rights.	Deleted	This deletion reflects change in clause 14 (7)
20 (5)	Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.	Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.	Increased number to form a quorum
21 (2)	A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.	A member of the committee so appointed is to hold office, subject to this constitution, until the next committee meeting.	Reflects the fact that it is a temporary appointment for a single meeting not a casual vacancy

29 (2)	Five members present (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% 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.	Numbers required for a quorum at a General Meeting better represented by a percentage
29 (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 3) are to constitute a quorum.	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 1% of the total membership) are to constitute a quorum.	Numbers required for a quorum at a General Meeting better represented by a percentage
30 (1)	(1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.	(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.	As the association has two vice-presidents then either party may attend in the president's absence
30 (2)	(2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.	(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.	As the association has two vice-presidents then either party may attend in the president's absence
34 (4)	A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.	A member is not entitled to vote at any general meeting of the association if the member is under 50 years of age.	Age is 50 years
47	The financial year of the association is: (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and (b) as of 2018 the financial year will commence 1st January, and (c) each period of 12 months after the expiration of the previous financial year of the	The financial year of the association is the calendar year commencing 1st January and ending on the following 31st December.	Updated to current status

	association, commencing on 1st January each year and ending on the following 31st December.		
--	---	--	--