



## **SYDNEY U3A Incorporated**

### **CONSTITUTION**

Updated: 24<sup>th</sup> March 2021

#### **PART 1: INTERPRETATION**

In this Constitution:

- 1.1** The "Association" means Sydney U3A Incorporated.
- 1.2** The *Model Constitution* in Schedule 1 of the *NSW Associations Incorporation Regulation 2016* will apply to all matters that are not explicitly addressed in this Constitution.
- 1.3** The "Act" means the Associations Incorporation Act, 2009.
- 1.4** The "Regulation" means the Associations Incorporation Regulation, 2016.

#### **PART 2: GUIDING PRINCIPLES**

- 2.1** Sydney U3A Inc. is a fully independent, non-political, non-sectarian, non-profit-making organisation, drawing upon the extensive knowledge, energy and voluntary contributions of its members.
- 2.2** Sydney U3A Inc. is a learning co-operative encouraging positive ageing by enabling its members to share many educational, creative and leisure activities.
- 2.3** Sydney U3A Inc. aims to bring together people in retirement or semi-retirement by providing affordable and intellectually stimulating experiences that engage the brain, encourage activity and promote healthy social relationships. These experiences are gained through courses and activities delivered by a voluntary, self-help community in which all members enjoy equal status.
- 2.4** Sydney U3A encourages all members to contribute in any way they can to assist the

operations of Sydney U3A. Members receive no payment (in money or other benefit) for their contribution as leaders, course convenors, administrators or any other role.

**2.5** Sydney U3A is totally financed by annual membership fees, grants and donations.

**2.6** “Those who teach shall also learn and those who learn shall also teach” (Peter Laslett, Founder, U3A)

### **PART 3: MEMBERSHIP**

**3.1** Membership is open to retired or semi-retired people who accept the Constitution and the Code of Conduct of the Association. No formal academic qualifications are required.

**3.2** a) An application by a person for membership of the Association must be made on the Association’s Membership Application Form in writing, including by email or other electronic means accompanied by subscriptions as determined by the Management Committee.

b) The Administration Manager must refer the applications to the Management Committee, at its next meeting.

c) If the committee rejects an application the applicant is to be informed and sent a full refund of monies paid.

**3.3** Membership is maintained by paying the annual subscription.

**3.4** A person ceases to be a member of the Association when that person:

a) dies, or

b) resigns in writing, or

c) fails to pay the annual fee within 30 days of the due date

d) is expelled from membership according to procedures outlined in Article 3.10 and Article 3.11.

**3.5** A member resigning shall not be entitled to refund of any subscription paid.

#### **3.6 Honorary Life Membership**

A general meeting of the Association, on the recommendation of the Board of Management, may award Honorary Life Membership to any member who has given outstanding service to the Association. Honorary Life Members shall have voting rights and be eligible to be elected to committees of the Association.

### **3.7 Register of Members**

The Board of Management shall establish and maintain a register of members of the Association whether in written or electronic means, specifying the name, address, telephone number, email address and date of membership of each member. The register of members must be kept at the main offices of the Association. The register shall be open for inspection by any member of the Association providing that such information remains confidential within the Association. This register is to remain the property of the Association and shall not be assigned for any purpose whatever to any other organisation.

### **3.8 Member's 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 as required under Sections 3.3 and 3.4.

### **3.9 Resolution of Internal Disputes**

3.9.1 Disputes between members (in their capacity as members) of the Association or disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

3.9.2 At least seven (7) days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

### **3.10 Disciplining of members**

3.10.1 A complaint may be made to the Board of Management by any person that a member of the Association:

- a) has refused or neglected to comply with a provision of this constitution, or
- b) has wilfully acted in a manner prejudicial to the interests of the Association.

3.10.2 The Board of Management may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

3.10.3 If the Board of Management decides to deal with the complaint, the Board:

- a) must cause notice of complaint to be served on the member concerned,
  - b) must give the member at least 14 days' notice 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 submission made by the member in connection with the complaint.
- 3.10.4 The Board 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.
- 3.10.5 If the Board 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 Board for having taken that action and the member's right of appeal under clause 3.11.
- 3.10.6 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 3.10, whichever is the later.

### **3.11 Right of Appeal of Disciplined Member**

- 3.11.1 A member may appeal to the Association in general meeting against a resolution of the Board under clause 3.9, within 7 days of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 3.11.2 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.
- 3.11.3 On receipt of a notice from a member under subclause (3.11.1), the Secretary must notify the Board which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.

- 3.11.4 At a general meeting of the Association convened under subclause (3.11.3),
- a) no business other than the question of the appeal is to be transacted, and
  - b) the Board 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.
- 3.11.5 The appeal is to be determined by a simple majority of votes cast by the members of the Association.

#### **PART 4: BOARD OF MANAGEMENT**

- 4.1** Subject to the Act, the Regulation, this Constitution, and any resolution passed by the Association in a general meeting, the Board of Management has the duty and the power to perform all such acts and do all such things as appear to them to be necessary or desirable for the proper management of the affairs of the Association.
- 4.1.1 The Principal Officers of the Board of Management shall be elected from the membership of the Association and shall hold office until the conclusion of the next Annual General Meeting (AGM).
- 4.1.2 The Board of Management shall consist of the President, Vice President (Public Relations), Vice President (Education), Treasurer, Secretary and Administration Manager as Principal Officers. There shall also be regional representatives on the Board of Management and each region shall be entitled to have one member representing it. Regional representatives who are unable to attend any meeting of the Board of Management shall be entitled to be represented by a nominated alternative.
- 4.1.3 The President, with the approval of the Board of Management, may appoint one or more additional members to the Board of Management for a period of one year. The appointment may be extended for further periods of one year to a maximum of three years.
- 4.1.4 In the event of a casual vacancy occurring in the membership of the Board of Management, the President, with the concurrence of the existing members of the Board of Management, may appoint a member of the Association to fill

the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the next AGM.

## **4.2 Election of Principal Officers of the Board of Management**

4.2.1 Nominations for election to the Principal Officer positions of President, Vice Presidents, Treasurer, Secretary and Administration Manager shall be:

- a) made in writing, signed by two members of the Association and the person nominated,
- b) lodged with the Secretary at least 7 days before the AGM at which the nominee is standing for election and shall be verified on the date of receipt.

4.2.2 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

4.2.3 If insufficient nominations are received to fill all vacancies, the candidates nominated are taken to be elected.

4.2.4 If the number of nominations received exceeds the vacancies, a ballot is to be held.

4.2.5 The ballot for the election of Principal Officers of the Board of Management is to be conducted at the AGM in such usual and proper manner as the Board of Management may direct.

4.2.6 The persons holding the positions of Principal Officers shall not serve for more than 3 consecutive years in those positions.

## **4.3 Positions on Board of Management**

### **4.3.1 Duties of the Secretary**

The Secretary of the Association shall keep minutes of:

- a) all appointments of Principal Officers and ordinary members of the Board of Management,
- b) the names of Board of Management members present at any Board meeting or general meeting,
- c) proceedings at Board of Management meetings and general meetings. Minutes of proceedings at a meeting must be signed by the Chairperson of that meeting or by the Chairperson of the next succeeding meeting.

#### **4.3.2 Duties of the Treasurer**

It is the duty of the Treasurer to ensure:

- a) that all money due to the Association is collected and received and that all payments authorised by the Association are made,
- b) that correct accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditures connected with the activities of the Association, and
- c) that all regions provide full details of all assets and financial accounts quarterly.

**4.4** A person ceases to be a Board of Management member if that person:

- a) dies, or
- b) ceases to be a member of the Association, or
- c) resigns office by notice in writing given to the Secretary, or
- d) fails to attend three consecutive Board of Management meetings unless leave of absence has been previously granted, or
- e) is convicted of an offence involving fraud or dishonesty, or
- f) 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.

#### **4.5 Meetings and Quorum**

4.5.1 The Board of Management shall meet a minimum of 6 times in each calendar year.

4.5.2 A quorum of the Board of Management shall be half of its members, one of whom shall be the President or the President's nominee.

**4.6 Voting and Decisions** Questions arising at a meeting of the Board of Management or of any sub-committee appointed by the Board of Management shall be determined by a majority of the votes of the members of the Board of Management or sub-committee present at the meeting.

### **PART 5: GENERAL MEETINGS**

#### **5.1 Annual General Meetings**

5.1.1 The Association shall hold its Annual General Meeting in March each year or on such date and at such time and place as the Board of Management sees fit. Members will be notified prior to the holding of the Meeting.

5.1.2 The business of the Annual General Meeting shall be:

- a) to confirm the minutes of the previous Annual General Meeting and any special general meeting held since that meeting,
- b) to receive from the President reports of the activities of the Association during the preceding year,
- c) to receive the annual financial report for the financial year ended 31 December,
- d) to elect Principal Officers of the Board of Management for a term of one year commencing at the conclusion of the meeting,
- e) to appoint the Public Officer each year. The person appointed to the position of Public Officer is not required to be a member of the Board of Management,
- f) to transact any other business of an annual general meeting.

## **5.2 Extraordinary General Meetings**

5.2.1 Extraordinary General Meetings of the Association may be called at the discretion of the Board of Management or in response to a written submission by at least 5% of the total number of members of the Association. A request by members for an extraordinary general meeting must state the purpose(s) of the meeting, must be signed by the requesting members and must be lodged with the Secretary.

5.2.2 Extraordinary General Meetings must be held within 4 weeks after the written request has been received.

## **5.3 Quorum at General Meetings**

5.3.1 No item of business shall be conducted unless a quorum of 50 members at the time is present when considering the item.

5.3.2 If no quorum is present within 30 minutes of the time set for the commencement of the meeting of any AGM, or Extraordinary General Meeting, the meeting:



- a) if convened on the requisition of members, shall lapse, or
- b) in any other case, with the agreement of the members present, shall be adjourned to a time, date and place stated at the time of the adjournment within 14 days of the adjourned meeting.

5.3.3 If, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the members present shall constitute a quorum.

#### **5.4 Voting at General Meetings**

5.5.1 Each member present shall be entitled to one vote at any meeting of the Association.

5.5.2 Motions are determined by a majority of votes.

5.5.3 Where a formal vote is taken by ballot the meeting shall appoint a Returning Officer to supervise the vote.

**5.5** Notices of the Annual and Extraordinary Meetings, shall be sent to all members at least 21 days before the meeting.

#### **5.6 Meetings conducted Electronically**

General meetings including Annual General Meetings, may be called, and conducted electronically. Where the meeting is conducted electronically, the rules for quorums, discussions, and voting will be adapted so as to conform to the requirements of a physical meeting.

Subject to allowing at least 7 days for discussion preceding the voting on any resolution, and at least 3 days for registering a vote at the conclusion of the discussion.

### **PART 6: REGIONS**

**6.1** The Association may utilise a system of Regions to implement courses, to increase local membership and membership participation; and to arrange activities for members.

**6.2** The Board of Management shall determine the number of Regional Committees at any time. The number of regions may be increased or decreased as determined by the Board of Management.

- 6.3** Each Region established by the Board of Management shall, at an Annual General Meeting of members resident in the Region, elect its own Regional Committee and its representative on the Board of Management.
- 6.4** The Board of Management shall delegate to Regional Committees such powers as are required for them to perform their functions.
- 6.5** Regional Committees shall operate in accordance with this Constitution, with any delegation of powers, and with any by-laws approved by the Board of Management. A Regional Committee is not authorised to enter into any contractual or other legal obligation on behalf of the Association without a specific delegation in writing.
- 6.6** Each Regional Committee shall keep records of its activities including minutes of all meetings, a file of correspondence and financial records.
- 6.7** Regional Committees shall keep the Board of Management informed of their activities through their representative on the Board of Management.
- 6.8** A copy of each Region's annual financial statement and report of activities shall be submitted to the Board of Management within 4 weeks after the end of the Association's financial year so they can be incorporated into the Association's annual report and financial statements.

## **PART 7: PUBLIC OFFICER**

- 7.1** The Board of Management shall ensure that a person is appointed as Public Officer.
- 7.2** The Board of Management may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- 7.3** The Public Officer shall be deemed to have vacated the position in the following circumstances:
  - a) death
  - b) resignation
  - c) removal by the Board of Management or at a general meeting
  - d) bankruptcy or financial insolvency
  - e) mental illness

- f) residency outside New South Wales
- g) other circumstances as prescribed by law.

**7.4** When a vacancy occurs in the position of Public Officer the Board of Management shall within 14 days notify the relevant state government authority or authorities as prescribed by law by the prescribed form and appoint a new Public Officer.

**7.5** The Public Officer is required to notify the relevant state government authority or authorities as prescribed by law by the prescribed form in the following circumstances:

- a) appointment (within 14 days)
- b) a change of residential address (within 14 days)
- c) a change in the Association's objects or rules (within one month)
- d) a change in the membership of the Board of Management (within 14 days)
- e) of the Association's financial affairs (within one month after the Annual General Meeting)
- f) a change in the Association's name (within one month).

**7.6** The Public Officer may be an office bearer, Board of Management member, or any other member regarded as suitable for the position by the Board of Management.

## **PART 8: MISCELLANEOUS**

### **8.1 Insurance**

8.1.1 The Association must effect and maintain Public Liability Insurance, together with any other insurance which may be required by law or regarded as necessary by the Association.

8.1.2 All regions must submit a copy of their Assets Register within 4 weeks after the end of the Association's financial year.

### **8.2 Funds Source**

8.2.1 The funds of the Association are those monies received by annual subscriptions, donations and grants and such other sources approved by the Association.

8.2.2 All funds held by the Regions shall remain the property of Sydney U3A Incorporated.

### **8.3 Funds Management**

- 8.3.1 The Association's funds shall be managed by the Treasurer and be audited in accordance with the requirements of the NSW Department of Fair Trading
- 8.3.2 Subject to any resolution passed by the Association at a General Meeting, the funds of the Association shall be used only in pursuance of the objectives of the Association in such a manner as the Board of Management decides. No portion of the Association's funds shall be paid or distributed directly or indirectly to the members, except as reimbursement for expenses incurred.
- 8.3.3 Any two of the Principal Officers authorised by the Board of Management shall sign all cheques, drafts, bills of exchange, promissory notes, other negotiable instruments and electronic payments. Where in any year the Board of Management has combined any designated offices so as to be held by one person, a second signature of another designated officer, being a separate person, shall be required.
- 8.3.4 The financial year shall terminate on the last day of December.

### **8.4 Equipment**

All equipment held by the Regions shall remain the property of Sydney U3A Incorporated.

### **8.5 Alteration of Constitution**

Changes to this Constitution require a Special Resolution which is passed by a majority comprising not less than 75% of such members of the Association as, being entitled under the Constitution of the Association to do so, vote in person at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution.

### **8.6 Inspection of Books**

The records, books and other documents of the Association shall be open to inspection, free of charge, to any member of the Association.

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