

U3A – SOUTHERN HIGHLANDS, INCORPORATED
CONSTITUTION

(Registered by NSW Office of Fair Trading, 18/10/2013.)

PART 1 INTERPRETATION

In this Constitution:

- 1.1 The "Association" means U3A - Southern Highlands, Incorporated.
- 1.2 The *Model Constitution* in Schedule 1 of the *NSW Associations Incorporation Regulation 2010* 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, 2009

PART 2 AIMS AND OBJECTIVES

- 2.1 U3A - Southern Highlands, Incorporated is established as a fully independent, non-political, non-sectarian, non profit-making organisation.
- 2.2 The Association aims to bring together people in retirement or semi-retirement who wish to study and share their knowledge through further education.

PART 3 MEMBERSHIP

- 3.1 Membership is open to retired or semi-retired people who accept the Constitution of the Association. No formal academic qualifications are required.
- 3.2 Application for membership must be made on the Association's Membership Application Form, and accompanied by the payment for full/half year subscription. A membership year is the calendar year (1st January to 31st December). Persons joining after 1st July shall pay half the annual subscription. The membership subscriptions shall be fixed each year by the Management Committee.
- 3.3 Membership is maintained by paying the annual subscription by the closing date for first term course enrolment.
- 3.4 A person ceases to be a member of the Association when that person:
 - i. dies, or
 - ii. resigns in writing, or
 - iii. fails to pay the annual subscription fee by the due date.
- 3.5 A member resigning shall not be entitled to refund of any subscription paid.

3.6 REGISTER OF MEMBERS

The Management Committee shall establish and maintain a register of members of the Association specifying the name, address, telephone number, email address and date of membership of each member. The register of members shall be kept by 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.

3.7 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 as required under Sections 3.2 and 3.3.

3.8 RESOLUTION OF INTERNAL DISPUTES

- i. Disputes between members (in their capacity as members) of the Association and 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.
- ii. 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.

PART 4 MANAGEMENT COMMITTEE

- 4.1 Subject to the Act, the Regulation, this Constitution, and any resolution passed by the Association in a general meeting, the Management Committee 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 Management Committee 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 Management Committee shall consist of a minimum of six and a maximum of twelve members and shall include the President, Vice President, Secretary, Treasurer and Course Co-ordinator as Principal Officers.
 - 4.1.3 In the event of a casual vacancy occurring in the membership of the Management Committee, the President, with the concurrence of the existing members of the Management Committee, 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 COMMITTEE MEMBERS**
 - 4.2.1 Nominations for election to the positions of President, Vice President, Secretary, Treasurer, Course Co-ordinator and to the Management Committee shall be:
 - i. made in writing, signed by a member of the Association and the person nominated .
 - ii. lodged with the Secretary at least two weeks before the AGM at which the nominee is standing for election and shall be opened on the date of closure in the presence of the President or the President's nominee.

- 4.2.2 If insufficient nominations are received to fill all vacancies, the candidates nominated are taken to be elected and further nominations are to be received at the AGM. If insufficient further nominations are received, any remaining vacant positions are taken to be casual vacancies.
- 4.2.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 4.2.4 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 and other members of the Management Committee is to be conducted at the AGM in such usual and proper manner as the Management Committee may direct.
- 4.2.6 The persons holding the positions of Principal Officers shall not normally serve for more than two consecutive years in those positions.
- 4.3 **POSITIONS ON MANAGEMENT COMMITTEE**
- 4.3.1 **Duties of the Secretary**
The Secretary of the Association shall keep minutes of:
- i. all appointments of Principal Officers and ordinary members of the Management Committee.
 - ii. the names of Management Committee members present at any Management Committee meeting or general meeting.
 - iii. proceedings at Management Committee 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:
- i. That all money due to the Association is collected and receipted if requested and that all payments authorised by the Association are made.
 - ii. That correct books and 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.
- 4.4 A person ceases to be a Management Committee member if that person:
- i. dies, or
 - ii. ceases to be a member of the Association, or
 - iii. resigns office by notice in writing given to the Secretary, or
 - iv. becomes a mentally incapacitated person, or
 - v. fails to attend three consecutive Management Committee meetings unless leave of absence has been previously granted.
- 4.5 **MEETINGS AND QUORUM**
- 4.5.1 The Management Committee shall meet a minimum of six times in each calendar year
- 4.5.2 A quorum of the Management Committee 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 Management Committee or of any sub-committee appointed by the Management Committee shall be determined by a majority of the votes of the members of the Management Committee 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 February each year and on such date and at such time and place as the Management Committee sees fit. Members will be notified prior to the holding of the Meeting and a public notice will be placed in the local newspaper before the date appointed.
- 5.1.2 The business of the Annual General Meeting shall be:
- i. to confirm the minutes the previous Annual General Meeting and any special general meeting held since that meeting.
 - ii. to receive from the President reports of the activities of the Association during the preceding year.
 - iii. to receive the annual financial report for the financial year ended 31 December.
 - iv. to present the draft budget for the coming year.
 - v. to elect members of the Management Committee for a term of one year commencing at the conclusion of the meeting.
 - vi. 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 Management Committee.
 - vii. to transact any other business of an annual general meeting.
- 5.1.3 Outgoing Committee Members are responsible for handing over their books and records to incoming Committee Members
- 5.2 **OTHER GENERAL MEETINGS**
- 5.2.1 Other General Meetings shall be held as determined by the Management Committee but shall not be less than one in any year.
- 5.3 **SPECIAL GENERAL MEETINGS**
- 5.3.1 Special General Meetings of the Association may be called at the discretion of the Management Committee 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 a special general meeting must state the purpose(s) of the meeting, must be signed by the requesting members and must be lodged with the Secretary.
- 5.3.2 Special General Meetings may or may not be held in conjunction with any General Meeting.
- 5.3.3 Special General Meetings must be held within four weeks after the written request has been received.

5.4 **QUORUM AT GENERAL MEETINGS**

5.4.1 No item of business shall be conducted unless a quorum of 5% of the membership at the time is present when considering the item.

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

i. if convened on the requisition of members, shall lapse, or

ii. 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.

5.4.3 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 (being at least three (3)) shall constitute a quorum.

5.5 **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 Questions 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.

5.6 **NOTICES**

Notices of the Annual and General Meetings, including any Special General Meeting, shall be sent to all members at least twenty one (21) days before the meeting, this notice normally being published in a Newsletter of the Association.

PART 6 MISCELLANEOUS

6.1 **INSURANCE**

The Association must effect and maintain Public Liability Insurance and may effect and maintain other insurance.

6.2 **FUNDS**

6.2.1 The funds of the Association are those monies received by annual subscriptions, donations, grants, fees, levies, and such other sources as the Management Committee determines.

6.2.2 The Association's funds shall be managed by the Treasurer and shall be deposited as soon as practicable to the credit of the Association's bank account

6.2.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt if requested.

6.3 **FUNDS MANAGEMENT**

6.3.1 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 Management Committee decides. No single expenditure shall be above \$200 without the consent of the Management Committee. No portion of the Association's funds shall be paid or distributed directly or indirectly to the members, except as reimbursement for expenses incurred.

6.3.2 Any two of the Principal Officers authorised by the Management Committee shall sign all cheques, drafts, bills of exchange, promissory notes, other negotiable instruments and electronic payments. Where in any year the Management Committee 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.

6.3.3 The financial year shall terminate on the last day of December.

6.4 **ALTERATION OF CONSTITUTION**

Changes to this Constitution requires a Special Resolution which is passed by a majority comprising not less than three quarters 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.

6.5 **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 at any reasonable hour.