

U3A NETWORK VICTORIA INC.

Reg. No. A0017645X ABN 85 852 028 849

CONSTITUTION

**Voted on by Member U3As at the Special General Meeting
18 September 2019**

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CONSTITUTION OF U3A NETWORK VICTORIA INC.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is U3A Network Victoria Inc.

Note

Under section 23 of the Act, the name of the Association and its registration number must appear on all its business documents.

2 Purposes

The purposes of U3A Network Victoria Inc. are:

- (1) To advance social and public welfare through provision of courses and programs by Universities of the Third Age for the retired and semi-retired community;
- (2) To represent, and advocate for the interests of the U3A movement in Victoria;
- (3) To seek, and administer funds to support the work of the Member U3As which contribute to the health and well-being of the retired and semi-retired community through educational, social and recreational programs and activities that promote lifelong learning;
- (4) To provide support services to Member U3As;
- (5) To assist the establishment of new U3As and to promote the membership growth of existing U3As;
- (6) To advocate for, and celebrate, the capabilities and potential of seniors and their contribution to society.

3 Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

4 Definitions

In this Constitution—

Absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under clause 45;

Committee means the Committee having management of the business of the Association;

Committee meeting means a meeting of the Committee held in accordance with this Constitution;

Committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

Disciplinary appeal meeting means a meeting of the members of the Association convened under clause 23;

Disciplinary meeting means a meeting of the subcommittee convened for the purposes of clause 21;

Disciplinary subcommittee means the subcommittee appointed under clause 19;

Executive Committee means a meeting of the President, Secretary and Treasurer to expedite urgent business under delegation from the Committee;

Financial year means the 12 month period specified in clause 3;

General meeting means a meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, and a special general meeting;

Member U3A means a member of the Association, also referred to as a U3A or member;

Members Council means the advisory Council made up of Member U3A delegates under Part 8;

Member U3A delegate means a person nominated by a Member U3A to vote on its behalf at general meetings and whose name is registered with the Association;

Special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

The Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

The Registrar means the Registrar of Incorporated Associations.

Third Age means the age of active retirement or semi-retirement. It follows the second age of employment and parental responsibility and precedes the fourth age of dependence.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subclause (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) establish a public fund (if required);
 - (h) enter into any other contract it considers necessary or desirable.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subclause (1) does not prevent the Association from reimbursing a U3A or a member of a Member U3A for—
 - (a) expenses properly incurred; or
 - (b) for goods or services provided by the U3A or the member of a Member U3A—if this is done in good faith on terms no more favourable than if the member was not a member.
- (3) The Association will be entitled to distribute to U3As grants received from the

Victorian Government or any other source to carry out the Association's purposes.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Membership and minimum number of members

- (1) The Association must have at least 5 members.
- (2) The members of the Association are:
 - (a) U3As that were members of the Association immediately before the date on which the alteration of this Constitution is approved by the Register under section 50 of the Act; and
 - (b) any U3A the Committee approves as a member under clause 10.

8 Who is eligible to be a member

Membership shall be open to any organisation that:

- (1) acknowledges affiliation with the University of the Third Age movement by the use of either The University of the Third Age or U3A in its official title or in a sub-title that it commonly uses in the promotion of its affairs;
- (2) is an autonomous organisation with a committee elected or endorsed by a meeting of its members;
- (3) has a constitution which is consistent with the concept of Universities of the Third Age;
- (4) uses U3A in its title in accordance with the conditions for use of the name and logo under the agreement between U3A Network Victoria and the U3A Australia Alliance;
- (5) nominates a delegate to represent it at general meetings;
- (6) agrees to the terms and conditions for membership;
- (7) makes application to the committee to become a member of the Association.

9 Application for membership

- (1) To apply to become a member of the Association, a U3A must submit a written application to the committee stating that the U3A—
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with this Constitution; and
 - (d) will fulfil its obligations under the terms and conditions approved by the Association.
- (2) The application—
 - (a) must be
 - (i) signed by the President and Secretary of the applicant organisation; and
 - (ii) accompanied by evidence that the organisation is incorporated or has applied for incorporation, and
 - (b) may be accompanied by the joining fee.

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved by the Committee—
 - (a) the resolution to accept the membership must be recorded in the minutes of the Committee meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) An organisation becomes a member of the Association and, subject to clause 13(2), is entitled to exercise its rights of membership from the date, whichever is the later, on which—
 - (a) the Committee approves its membership; or
 - (b) it submits evidence of incorporation; or
 - (c) the U3A pays the joining fee, if any.

12 Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription; and
 - (c) the terms and conditions for continuing membership.
- (2) The Association may determine that any new member which joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (3) The rights of a member (including the right to vote) which has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 General rights of members

- (1) A member of the Association which is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by this Constitution; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under clause 75; and
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- (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) more than 10 business days have passed since it became a member of the Association; and
 - (b) the member's membership rights are not suspended for any reason.

14 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

15 Ceasing membership

- (1) The membership of a member organisation ceases on resignation, expulsion or the cessation of the member organisation.
- (2) If an organisation ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the organisation ceased to be a member in the register of members.

16 Resigning as a member

- (1) A Member U3A may resign by notice in writing given to the Association.

Note

Clause 72(3) sets out how notice may be given to the Association.

- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member organisation to confirm that the member wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that the organisation wishes to remain a member.

17 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member organisation's name;
 - (ii) the address for notice last given by the member organisation;
 - (iii) the date of becoming a member;
 - (iv) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any Member U3A delegate may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the Register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of members.

Division 2—Disciplinary action

18 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with this Constitution; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

19 Disciplinary subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member U3A, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Committee members, members of a Member U3A or anyone else; but
 - (b) must not be biased against, or in favour of, the U3A concerned.

20 Notice to member

- (1) Before disciplinary action is taken against a U3A, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - (d) advising the member that it may do one or both of the following—
 - (i) attend the disciplinary meeting and nominate one of its members to address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under clause 22.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

21 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the U3A's representative an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
 - (2) After complying with subclause (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to subclause (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
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- (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this clause takes effect immediately after the vote is passed.

22 Appeal rights

- (1) A U3A whose membership rights have been suspended or who has been expelled from the Association under clause 21 may give notice to the effect that it wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the member is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a U3A has given notice under subclause (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each Member U3A as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the Member U3A against which the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the delegates present must vote on whether the decision to suspend or expel the Member U3A should be upheld or revoked.

23 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the member that has been suspended or that has been expelled must be given an opportunity to be heard.
- (2) After complying with subclause (1), the delegates present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the member should be upheld or revoked.
- (3) A U3A may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the votes are in favour of the decision.

Division 3—Grievance procedure

24 Application

- (1) The grievance procedure set out in this Division applies to disputes under this Constitution between—
 - (a) a U3A and another U3A;
 - (b) a U3A and the Committee;
 - (c) a U3A and the Association;
 - (d) a Committee member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

25 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

26 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subclause 25, the parties must within 10 days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a U3A and another U3A—a person appointed by the Committee; or
 - (ii) if the dispute is between a U3A and the Committee, or the Association, or a Committee member and the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of a Member U3A but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

27 Mediation process

- (1) The mediator to 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 to the parties throughout the mediation process.

- (2) The mediator must not determine the dispute.

28 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

29 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 6 of the Act;
 - (c) to elect the members of the Committee;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with this Constitution.

30 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a Members Council meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under clause 33 may be conducted at the meeting.

31 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subclause (2) by at least 10 per cent of the total number of members.
 - (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signature of the president of each U3A requesting the meeting; and
 - (d) be given to the Secretary.
 - (3) If the Committee does not convene a special general meeting within one month after the
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date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

- (4) A special general meeting convened by members under subclause (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subclause (3).

32 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under clause 31(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with clause 33(5).
- (3) This clause does not apply to a disciplinary appeal meeting.

33 Proxies

- (1) If a registered delegate is unable to attend a meeting for any reason, a U3A may appoint –
 - (a) another of its general members, or
 - (b) the registered delegate of another U3Aas a proxy to speak and vote on its behalf at a general meeting other than a disciplinary meeting.
- (2) The appointment of a proxy may be in writing and signed by the President or Secretary of the Member U3A making the appointment, or emailed, or verbally advised by the Member U3A President or Secretary to the Chairperson prior to the commencement of the meeting.
- (3) The Member U3A appointing the proxy may give specific directions as to how the proxy is to vote on its behalf, otherwise the proxy may vote in any matter as he or she sees fit.
- (4) If the Committee has not approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy.
- (5) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

- (6) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.
- (7) A person who is not a delegate and who holds a proxy must make themselves known to the Chairperson prior to the commencement of the meeting.

34 Use of technology

- (1) A registered delegate not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that delegate and the delegates present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a delegate participating in a general meeting as permitted under subclause (1) is taken to be present at the meeting and, if the delegate votes at the meeting, is taken to have voted in person.

35 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under clause 34) of 10 per cent of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under clause 31— the meeting must be dissolved;
 - (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subclause (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

36 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of delegates present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subclause (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this clause is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with clause 32.

37 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subclause (3), each Member U3A has one vote to be exercised by its delegate; and
 - (b) delegates and those exercising proxies of other Member U3As may vote; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only persons who were present at that meeting may vote.
- (4) This clause does not apply to a vote at a disciplinary appeal meeting conducted under clause 23.

38 Special resolutions

A special resolution is passed if not less than three quarters of the delegates voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office;
- (b) to alter this Constitution, including changing the name or any of the purposes of the Association.

39 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of

the meeting; and

- (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

40 Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of each U3A and its delegate attending the meeting; and
 - (b) the proxies given to the Chairperson of the meeting under clause 33; and
 - (c) the financial statements submitted to the members in accordance with clause 29(3)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

41 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that this Constitution or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees including U3A general members with terms of reference it considers appropriate.

42 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
 - (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
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- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of Committee members

43 Composition of Committee

The Committee consists of—

- (a) a President; and
- (b) 2 Vice-Presidents; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) up to 6 ordinary members elected under clause 52.

44 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with this Constitution and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with this Constitution.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—
so as to gain an advantage for themselves or any U3A to which they belong or have belonged or to cause detriment to the Association.
- (6) In addition to any duties imposed by this Constitution, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

45 President and Vice-President

- (1) Subject to subclause (2), the President or, in the President's absence, a Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-Presidents are all absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a delegate elected by the other delegates present; or
 - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

46 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with clause 17; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in clause 69(3), all books, documents and securities of the Association in accordance with clauses 70 and 73; and
 - (c) subject to the Act and this Constitution, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by this Constitution.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

47 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure payments are authorised by at least 2 committee members or 1 committee member and a person authorised by the committee.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3—Election of Committee members and tenure of office

48 Who is eligible to be a Committee member

A person is eligible to be elected or appointed as a committee member if that person is a member of a Member U3A.

49 Positions to be declared vacant

At any annual general meeting of the Association, after the annual report and financial statements of the Association have been received, the Chairperson of the meeting must declare which committee positions are vacant and hold elections for those positions in accordance with clauses 50 to 54.

50 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position. Nominations for each position must be lodged with the Secretary at least seven days prior to the meeting.
- (2) In the event no nomination is received in accordance with (1) the Chairperson may call for nominations at the meeting.
- (3) An eligible member organisation may—
 - (a) nominate one of its members; or
 - (b) with the person's consent, nominate a person who is a member of another U3A.
- (4) A person who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

51 Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions
 - (a) President;
 - (b) (i) Vice-President 1;
(ii) Vice-President 2;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one person is nominated for the position, the Chairperson of the meeting must declare the person elected to the position.
- (3) If more than one person is nominated, a ballot must be held in accordance with clause 53.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

52 Election of ordinary committee members

- (1) Subject to clause 43(e), the annual general meeting must by resolution decide the number of members of the Committee required to be elected to hold office for the following two years.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of persons nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those persons to be elected to the position.
- (4) If the number of persons nominated exceeds the number to be elected, a ballot must be held in accordance with clause 53.

53 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a person nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.

- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each delegate present in person; and
 - (b) each proxy delegate appointed by a Member U3A.

Example

If a delegate has been appointed the proxy of 5 other Member U3As, the delegate must be given 6 ballot papers—one for the Member U3A represented and one each for the other Member U3As.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subclause (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subclause (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subclauses (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

54 Terms of office and retirement of committee members

- (1) Subject to subclause (3) and clause 55, a committee member holds office for a period of two years.
- (2) At each annual general meeting, a committee member who has held office for 2 years or more since last being elected, must retire from office but subject to subclause (3) is eligible for re-election. A retiring committee member holds office until the conclusion of the meeting at which that committee member retires.
- (3) No committee member can hold the position of President or Vice President 1 or Vice President 2 or Secretary or Treasurer for more than two periods of two years.
- (4) A general meeting of the Association may—
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.

- (5) A committee member who is the subject of a proposed special resolution under subclause (4)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Member U3As.
- (6) The Secretary or the President may give a copy of the representations to each Member U3A or, if they are not so given, the committee member may require that they be read out at the meeting at which the special resolution is to be proposed.

55 Vacation of office

- (1) A committee member may resign from the committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
 - (a) ceases to be a financial member of a Member U3A; or
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under clause 66; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

Note

A committee member may not hold the office of secretary if they do not reside in Australia.

56 Filling casual vacancies

- (1) The Committee may appoint an eligible member of a U3A to fill a position on the Committee that—
 - (a) has become vacant under clause 55; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Clause 54 applies to any committee member appointed by the Committee under subclause (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

57 Meetings of Committee

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

58 Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.

- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

59 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with clause 58 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

60 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

61 Use of technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subclause (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

62 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under clause 61) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with clause 59.

63 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- ~~(3) Subclause (2) does not apply to any motion or question which is required by this~~

Constitution to be passed by an absolute majority of the Committee.

- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

64 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This clause does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

65 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under clause 64.

66 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

67 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

68 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is
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deposited.

- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members or 1 committee member and a person authorised by the committee.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

69 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

70 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subclause (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

71 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or
 - (b) if the Committee has not determined an address to be the registered address—
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the postal address of the Secretary.

72 Notice requirements

- (1) Any notice required to be given to a Member U3A or a committee member under this Constitution may be given—
 - (a) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (b) by email or facsimile transmission.
- (2) Subclause (1) does not apply to notice given under clause 59.
- (3) Any notice required to be given to the Association or the Committee may be given—
 - (a) by sending the notice by post to the registered address; or
 - (b) by leaving the notice at the registered address; orif the Committee determines that it is appropriate in the circumstances by email to the email address of the Association or the Secretary.

73 Custody and inspection of books and records

- (1) Representatives of Member U3As may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subclause (2), the financial records, books, securities and any other relevant document of the Association, including minutes of committee meetings.

Note

See note following clause 17 for details of access to the register of members.

- (2) The Committee may refuse to permit a person to inspect 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.
- (3) The Committee must on request make copies of this Constitution available to members and applicants for membership free of charge.
- (4) Subject to subclause (2), a member may make a copy of any of the other records of the Association referred to in this clause and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this clause—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

74 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.

- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar charitable purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) If the Association is wound up or its status as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
 - (a) gifts of money or property for the principal purpose of the Association;
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association;
 - (c) money received by the Association because of such gifts and contributions.
- (5) The body to which the surplus assets are to be given must be decided by special resolution or by resolution of the Committee where special resolution fails.

75 Alteration of the Constitution

This Constitution may only be altered by special resolution of a general meeting of the Association.

Note

An alteration of this Constitution does not take effect unless or until it is approved by the Registrar. If this Constitution (other than clauses 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

76 Common Seal

The Association does not have a common seal.

77 Regions

There will be a regional structure of Member U3As. Purposes of regions include but are not limited to –

- (1) to facilitate communication among U3As and between U3As and Network;
- (2) to strengthen Member U3As by providing a forum for sharing ideas and opportunities, for mutual examination of common problems, and for joint activity in such areas as marketing and advocacy;
- (3) to support the information flows initiated at Members Council meetings;
- (4) to provide a structure for workshops and other training activities;
- (5) to identify opportunities to share tutor and class resources.

78 Distinguished service awards

From time to time the committee may recommend to the Members Council that distinguished service awards be made to individuals who have performed outstanding services to the U3A movement in Victoria.

PART 8— MEMBERS COUNCIL

79 Members Council

- (1) There shall be a Members Council that shall serve as a standing council to represent the affairs and interests of members in the Association.
- (2) The Council shall function as a forum for the discussion of any, and all, proposals and draft resolutions initiated by the Committee or a member U3A delegate or for any matters of interest to Member U3As.
- (3) All proposals initiated by the committee or a Member U3A shall be subject to discussion and consideration by the Council.
- (4) All resolutions initiated by the Committee or Member U3As shall be subject to approval according to the clauses of voting detailed in clause 37.
- (5) Draft resolutions and proposals shall include, but are not limited to –
 - (a) Strategic plans and variations;
 - (b) Policy proposals;
 - (c) Annual work plans;
 - (d) Major new project proposals;
 - (e) Annual budget and variations;
 - (f) Financial reports; and
 - (g) Performance reports.

80 Council Membership

- (1) The Members Council shall consist of one delegate from each of the Member U3As.
- (2) The Members Council shall meet not less than four times each year or as agreed by resolution.
- (3) Meetings of the Members Council may be called by resolution of the Council or at the request of the President of the Association, or by the written request of not less than ten Member U3As.
- (4) The principles set out in Part 4 relating to notice of meetings, chairing, voting, quorum and proxy arrangements shall apply to Members Council meetings.

Note

Refer PART 4 – GENERAL MEETINGS OF THE ASSOCIATION

