



**REVISED CONSTITUTION 2010 of the
U3A NORTHERN ILLAWARRA Inc
Registered No. 116877162**

Adopted 2nd April 2014

Registered 16th April 2014

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Part 1. INTRODUCTORY

1.1 The revised Constitution

The U3A Northern Illawarra Inc (“the Association”) was originally incorporated in 2005, under the provisions of the *Associations Incorporation Act* (NSW) 1984. That Constitution comprises three documents: the Model Rules which applied in 2005, when the Association was incorporated; variations to those Rules, and later amendments. Since then, the Model Rules have been redesigned as the *Model Constitution 2010*, which has varied some aspects of the former Model Rules. To consolidate these variables, the Association members have resolved by Special Resolution to adopt this revised Constitution in lieu of the former Constitution.

1.2 Date of commencement of revised Constitution

This revised Constitution comes into effect upon registration by the Registrar of Incorporated Associations.

1.3 Transitional provisions

Notwithstanding the adoption of this revised Constitution, decisions made by the Association or its Committee of Management (“the Committee”) under the previous Constitution, including the election of the Committee at the Annual General Meeting immediately preceding the adoption of the revised Constitution, and membership granted in accordance with the previous Constitution, continue to be of full force and effect.

1.4 Interpretation

The Model Constitution applicable in New South Wales pursuant to the *Associations Incorporation Regulations 2010* from time to time shall be taken to apply in prescribed matters not explicitly addressed in this Constitution.

The Committee means the Committee of Management of the Association established under Part 5 of this Constitution.

Electronically or electronic in relation to the conduct of meetings means the use of technology that permits participation by and notice to members in different venues without the need to meet physically, and in the service of notices means notice given by electronic means.

Member or members means a member or members of the Association

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

General meeting means any general meeting or special general meeting of the Association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the Associations Incorporation Regulation 2010.

PART 2 –OBJECTIVES AND PRINCIPLES

2.1 The Objectives of the Association are:

- (a) To provide for mature aged people programs of learning activities for stimulation and development in their lives;
- (b) To create a community of scholars in which there is no distinction, in terms of membership, between those who teach and those who learn;
- (c) To operate in such ways that learning is pursued without reference to entry criteria, qualifications or assessment;
- (d) To provide a range of services which complement the learning program
- (e) To base the management of the Association on a caring, responsive and participatory environment;
- (f) To foster appropriate social activities to augment the learning program;
- (g) To liaise with other U3A Branches and the broader U3A movement;
- (h) To do all such things and promote other activities conducive to the achievement of the above objectives.

2.2 The Association endorses the General Principles of the U3A movement (as adopted by the U3A Network NSW Inc) as set out in Appendix 1 of this Constitution.

Interpretation: The principle that the Association is to be at all times, non-political and non-sectarian in its approach means that the Association will not be aligned with or promote any particular political party or religion, but does not mean that the Association may not discuss political or religious issues, nor does it preclude the right of the Association to make submissions to government or any government agency on matters of general concern to its members, or to apply for government grants generally available to the public, or to invite Members of Parliament, Councillors or religious leaders to speak on general issues of community interest.

PART 3 - MEMBERSHIP

3. Qualifications for membership

3.1 Subject to these Rules, the members of the Association shall be comprised of financial members immediately prior to the adoption of this Constitution together with such other persons as are subsequently admitted to membership.

3.2 A person shall become a member on

- (a) completion of the membership application form in Appendix 2 or in any other form approved by the Committee from time to time; and
- (b) payment of the appropriate fee to the Association.

- 3.3 Subject to Clause 5.2, payment of the whole of the membership fee, a member is financial until 28th February in the following year.
- 3.4 On receipt of the completed application form and payment of the appropriate fee to the Association, the secretary must enter the member's name in the register of members.
- 3.5 Any person who is invited as a guest speaker, or is a member of another U3A Branch visiting the Association or who participates in a meeting of this Association in a voluntary capacity to assist in furthering the objectives of the Association, is deemed to be a temporary member for the duration of their attendance at any class activity or other meeting of the Association, but shall have no voting rights.

4 Register of members

- 4.1 The Committee of the Association is responsible to establish and maintain a register of members specifying the name and postal or residential address of each person who is a member together with the date on which the person became a member.
- 4.2. The register of members must be kept in New South Wales:
(a) at the main premises of the Association, or
(b) if the Association has no premises, at the secretary's address.
A true electronic copy of the register may be maintained for the purposes of the following sub-sections.
- 4.3. The register of members must be available for inspection, free of charge, by any member at any reasonable hour.
- 4.4 A member may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied or electronically at no charge.
- 4.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 4.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
(a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event, or other material relating to the Association, or
(b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

5. Fees and subscriptions

- 5.1 The Committee may determine categories of membership, and shall set the fees payable for each category of membership.
- 5.2 Ordinarily, there shall be an annual fee payable by 28th February in each calendar year, or upon such later date as a new member completes the membership application. If payment is not made by that date, the member is deemed to be

unfinancial. If the Committee permits payment by two equal instalments, the first instalment is payable by 28th February, and the second instalment is payable by the 31st August. If payment is not made by the due date, membership lapses.

6. Membership entitlements not transferable

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

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

7. Members' liabilities

The liability of a member 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 by clause 5.

8. Cessation of membership

A person ceases to be a member if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association, or
- (d) fails to pay the membership fee under clause 5.2 on the date it was required to be paid.

9 Resignation of membership

9.1 A member may resign from membership of the Association by giving to the secretary written notice of the member's intention to resign and, upon receipt of the notice by the secretary, the member ceases to be a member.

9.2 In every case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10 Resolution of disputes

10.1 A dispute between a member and another member (in their capacity as members), 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*. or to a mutually accepted independent mediator .

10.2 If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre or independent mediator, the dispute is to be referred to arbitration.

10.3 The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

10.4 In the event of any dispute between members or between a member and the Association, the Committee decision as to the interpretation of any clause of this Constitution is final.

11 Disciplining of members

11.1 A complaint may be made to the Committee by any person that a member of the association:

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

11.2 The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

11.3 If the Committee decides to deal with the complaint, the committee:

- (a) must cause notice of the complaint to be served on the member concerned, and
- (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
- (c) must take into consideration any submissions made by the member in connection with the complaint.

11.4 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.

11.5 If the Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, give written notice 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.

11.6 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 12, whichever is the later.

12 Right of appeal of disciplined member

12.1 A member may appeal to the Association in general meeting against a resolution of the Committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

12.2 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.

- 12.3 On receipt of a notice from a member under subclause 12.1, the secretary must notify the Committee 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.
- 12.4 At a general meeting of the Association convened under subclause 12.3
- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 12.5 The appeal is to be determined by a simple majority of votes cast by members of the Association.

PART 4 THE COMMITTEE OF MANAGEMENT

14 Powers of the Committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the Committee:

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

14. Constitution and Membership of the Committee

- 14.1 The Committee is to consist of the following persons, elected at an annual general meeting of the association:
- (a) The President
 - (b) Vice-President – Development
 - (c) Vice-President – Operations
 - (d) Secretary
 - (e) Treasurer
 - (f) Publicity Officer
 - (g) Five additional ordinary committee members.
- and such additional ordinary committee members as may be considered necessary by members attending the annual general meeting.
- 14.2 Each member of the Committee shall hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- 14.3 The Committee may co-opt additional members to the Committee for specific purposes to further the objects of the Association, for the period necessary to achieve that purpose, not continuing beyond the next annual general meeting.

15 Election of committee members

- 15.1 Nominations of candidates for election as office-bearers of the Association or as ordinary Committee members:
- (a) must be made in writing, signed by 2 financial members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nominations form) and
 - (b) must be delivered to the secretary at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 15.2 If the number of nominations received is equal to the number of vacancies to be filled, or if insufficient nominations are received, the candidates nominated are taken to be elected.
- 15.3 If insufficient nominations are received to fill all vacancies on the Committee, further nominations may be received at the annual general meeting.
- 15.4 If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- 15.5 Subject to Clause 14.1 in respect to ordinary committee members, If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 15.6 The ballot for the election of office-bearers and ordinary members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- 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 financial member of the Association.

16 Secretary

- 16.1 .It is the duty of the secretary to ensure that minutes are kept of
- (a) all appointments of office-bearers and members of the Committee, and
 - (b) the names of members of the Committee present at a Committee meeting or a general meeting, and
 - (c) all proceedings at Committee meetings and general meetings.
- 16.2 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17 Treasurer

- 17.1 It is the duty of the treasurer of the Association to ensure that:
- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made, and
 - (b) correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

- 17.2 The books and accounting records of the Association shall be held in the custody and control of the Treasurer.

18 Casual vacancies

- 18.1 In the event of a casual vacancy occurring in the membership of the Committee, it may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- 18.2 A casual vacancy in the office of a member of the Committee occurs if the member:
- (a) dies, or
 - (b) ceases to be a member of the Association, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns from office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.
- 18.3 The secretary shall maintain a register of members of the Committee showing name, address, date of birth, and the dates of commencement and cessation of membership of the Committee.

19 Removal of Committee members

- 19.1 The Association in general meeting may by resolution remove any member of the Committee from that office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 19.2 If a member of the Committee to whom a proposed resolution referred to in subclause 19.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20 Committee meetings and quorum

- 20.1 The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.

- 20.2 Additional meetings of the Committee may be convened by the president or by any two members of the Committee. by request delivered to the secretary and stating the business to be considered at the meeting.
- 20.3 The secretary must give oral or written notice of a meeting of the Committee to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the Committee) before the time appointed for the holding of the meeting.
- 20.4 Notice of a meeting given under subclause 20.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- 20.5 Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 20.6 No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a time and date to be fixed by those present, being not less than 48 hours after the meeting so adjourned.
- 20.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 20.8 At a meeting of the Committee:
 (a) the president or, in the president's absence, a vice-president is to preside, or
 (b) if the president and both vice-presidents are absent or unwilling to act, one of the remaining members of the Committee may be chosen to preside by the members present at the meeting .
- 20.9 Committee meetings may be conducted electronically, for which the Committee must develop appropriate procedures to enable discussion and voting to be conducted.

21 Delegation by Committee to sub-committees

21.1 The Executive Committee

- 1.. The President, Vice-Presidents, Secretary and Treasurer shall comprise the Executive Committee, which may meet during intervals between Committee meetings to make decisions on matters of urgency connected with the management of the affairs of the Association , and if it does so, shall report on that action to the next meeting of the Committee.
2. The Executive Committee may exercise the powers of the Committee, other than the following:
 (a) to commit the Association to any expense exceeding \$ 200 or such other amount as a Committee meeting may resolve;
 (b) to rescind a resolution passed by the Committee or by a general meeting;
 (c) to exercise a function only exercisable by the Committee under any law.

- 3 Three members of the Executive Committee constitute a quorum of that committee.
- 4.. Executive Committee meetings may be conducted electronically
5. Minutes of Executive meetings shall be kept and circulated to members of the Committee within 7 days of the Executive sub-committee meeting

21.2 Sub-committees and working parties

1. The Committee may appoint sub-committees and working parties to assist the Committee, either as
 - (a) on-going sub-committees with specific terms of reference and delegations to monitor and manage matters; or
 - (b) as *ad hoc* working parties to investigate and/or manage specific issues and report and make recommendations to the Committee.
2. Each such sub-committee or working party shall be convened and chaired by a member of the Committee, and may include persons who are individual financial members of the Association but are not members of the Committee.
3. Where a sub-committee or working party makes decisions in accordance with policy determined by the Committee, it shall submit a report to the Committee. In other cases, where a decision is not in accord with established policy, or if there is no policy, it shall be referred to the Committee for approval before acting upon it.
4. The Committee may appoint individuals who are financial members of the Association but who are not members of the Committee, to carry out specified service functions on behalf of the association. Such individual members will be accountable to the Committee through a designated member of the Committee, who will present reports and recommendations on their behalf.
5. The Committee may at any time and without giving reasons revoke the appointment of any sub-committee or working party appointed under this part.

21.3 Voting and decisions

- .1 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee may be made by consensus or by a simple majority vote, as determined at the meeting. Voting may be on the voices or by a show of hands.
- 2 Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 3 Subject to subclause 20 .5 , the committee may act despite any vacancy on the Committee.
- 4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and

effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

22 Special Interest groups and other educational activities

- 22.1 The Committee may approve the establishment of special interest groups, classes, or courses (“the activity”) to conduct the educational and social programs of the Association,
- 22.2 At the commencement of the activity, the participants shall appoint a convenor or co-ordinator and a deputy convenor or co-ordinator . The convenor or co-ordinator must liaise with the Committee or its nominated representative on matters relevant to the conduct of the activity.
- 22.3 The Convenor or co-ordinator shall maintain an attendance roll at each meeting of the activity.
- 22.4 Special interest groups, classes and courses may adopt informal procedures and processes to make decisions concerning the conduct of the activity.
- 22.5 Having regard to Objective 2.1(e) of the Association, it is understood that the activity is owned by its participants and the voice of each member attending is entitled to be heard and respected.

PART 5 GENERAL MEETINGS

23 Annual General Meetings

- 23.1 The Association must hold its annual general meetings:
- (a) within 6 months after the close of the Association’s financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.
- 23.2 The annual general meeting of the Association is, subject to the Act and to clause 23.1, to be convened on such date and at such place and time as the Committee thinks fit.
- 23.3 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 23.4 An annual general meeting must be specified as such in the notice convening it.

24 Other general meetings

- 24.1 The Committee may, whenever it thinks fit, convene a general meeting of the Association.
- 24.2 The Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a general meeting of the Association.
- 24.3 A requisition of members for a general meeting:
- (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 24.4 If the Committee fails to convene a general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- 24.5 A general meeting convened by a member or members as referred to in subclause 24.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

25 Notice of general meetings

- 25.1 Unless the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must give at least 14 days notice of the date fixed for the holding of the general meeting to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 25.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, give at least 21 days notice of the date fixed for the holding of the general meeting, cause notice to each member specifying, in addition to the matter required under subclause 25.1, the intention to propose the resolution as a special resolution. Such a meeting is a special general meeting.
- 25.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under subclause 23.4.
- 25.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- 25.5 Notice in the newsletter of the Association or posted on the website of the Association is sufficient notice to all members of the Association. of the general meeting.

26 Quorum for general meetings

- 26.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 26.2 Fifteen members present at the date of the meeting (being members entitled under this constitution to vote at a general meeting) whichever is the greater number, constitutes a quorum for the transaction of the business of a general meeting.
- 26.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned for at least 7 days to a date, time and specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice in accordance with Clause 25
- 26.4 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 will constitute a quorum.

27 Presiding member

- 27.1 The president or, in the president's absence, a vice-president, is to preside as chairperson at each general meeting of the association.
- 27.2 If the president and the vice-presidents are absent or unwilling to preside, the members present must elect one of their number to preside as chairperson at the meeting.

28 Adjournment

- 28.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting to another time and place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 28.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 28.3 Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

29 Making of decisions

- 29.1 A question arising at any general meeting of the Association including the annual general meeting is to be determined by a show of hands or by a ballot if the meeting so determines.
- 29.2 A general resolution may be passed by a simple majority vote
- 29.3 A special resolution must be specified as such and may only be passed by the Association in accordance with section 39 of the Act., that is by at least 75% of votes cast at the meeting.

30 Voting

- 30.1 On any question arising at a general meeting of the association a member has one vote only.
- 30.2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote. If the chairperson declines to exercise a casting vote, the question is decided in the negative.
- 30.3 A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.

31 Proxy votes not permitted

All votes will be cast personally, and proxy voting will not be permitted.

32 Postal ballots

- 32.1 The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- 32.2 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

PART 6 FINANCIAL MATTERS

33 Financial matters generally

- 33.1 The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and such other sources as the Committee determines.
- 33.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- 33.3 The treasurer must, as soon as practicable after receiving any money, issue an appropriate receipt.

- 33.4 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- 33.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or the Association, being members authorised to do so by the Committee.
- 33.6 All payments must be authorised or approved by the Committee

34 Financial year

The financial year of the Association is: each period of 12 months after the expiration of the previous financial year of the association, commencing on 1st October and ending on the following 30th September .

35 Insurance and licences

The association may effect and maintain such insurance. and licences as the Committee determines.

PART 7 MISCELLANEOUS MATTERS

36 Change of name, objects and constitution

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

37 Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

38 Inspection of books etc

- 38.1 The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
- (a) records, books and other financial documents of the association,
 - (b) minutes of all committee meetings and general meetings of the association.
 - (c) this constitution,, which will meet this requirement if it is available for downloading from the Association website
- 38.2 A member of the association may obtain a copy of any of the documents referred to in subclause 39.1 (a) and (b) on payment of a fee of not more than \$1 for each page copied.

39 Service of notices

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

Appendix 1 – General Principles of the U3A movement (as adopted by the U3A Network NSW Inc).

Based on the philosophy of the UK founder of the U3A movement, Dr. Peter Laslett.

- To provide affordable learning opportunities for older people, using the skills and abilities of the members themselves.
- Those who learn shall teach and those who teach shall learn, and there shall be no distinction between the two.
- There shall be no qualifications for membership, and no awards, degrees or diplomas shall be given.
- The emphasis shall be on learning for the love of it, and shall include an emphasis on the values of making things and improving skills of all kinds.
- Learning shall take place in a friendly, supportive, social environment.
- Those joining a U3A shall pay for its upkeep.
- There shall be no payment to any person (member or non-member) for teaching or providing a service to members except in the case of reimbursement for such expenses as travel, photocopying, etc.
- The curriculum of a U3A shall be determined by the needs/preferences of members and according to the resources available to it.
- To be at all times, non-political and non-sectarian in our approach

Appendix 2 Application for membership /renewal of membership of the Association

U3A Northern Illawarra Inc

Application for Membership or Renewal of Membership of Association [year]

I/ (full name of applicant(s))

of.....
 ... (address)

hereby apply for membership of U3A Northern Illawarra Inc and I agree to be bound by the rules of the Association for the time being in force.

Telephone No. Email address

...
Signature(s) of applicant.....

Date

Report re changes to the Associations Incorporations Regulation 2016 as they affect the Constitution of the U3A Northern Illawarra Inc.

As requested at the Committee meeting on 31st August, I have examined the changes to the Model Constitution adopted by the Regulation.

Under s. 25 of the *Associations Incorporation Act 2009*, provisions of the Model Constitution apply if appropriate alternative provision is not otherwise made to an association's Constitution. Our Constitution currently meets the requirements of the previous Model, with variations as we chose to make, but several changes to the new Model will be incorporated into our Constitution unless we wish to change them.

I attach a summary of the changes, and comment briefly on them. Copies of the text of those provisions marked * are also attached.

MC Cl. 3 - We already have our own form of application for membership (Appendix 2 of our Constitution) – this remains the same

MC Cl.7 - We already have provision that the Committee is responsible to maintain the register of members but the secretary will now become the responsible officer. At present the task is delegated to Lillian but the responsibility will remain with the Secretary.

MC Cl.14* – this will be incorporated in text but conforms to our current Constitution. Cl.14.2

MC Cl. 16 - permits but does not require minutes to be maintained electronically as well as in print. It might be convenient to transfer past minutes (currently kept by many members on their computers) to a USB, but we can leave that to the secretary to decide upon.

MC Cl. 21* – new provision which could apply, not the same as our Constitution Cl. 14.3, but is optional not mandatory, so could be adapted for consistency.

Mc Cl 22* – Our constitution already has provision for Committee and Executive meetings to be conducted electronically [eg email] but the text clarifies aspects of participation.

MC Cl. 27, 32, 37 and 38 permit the notice and conduct of general meetings electronically. Although this is thereby permitted, it is unlikely that our U3A would want to conduct general meetings electronically, although notice of a general meeting could probably be given on the website if the committee so decides (assuming a general meeting called at a time too late to be included in the newsletter which is uploaded onto the website in any event).

MC Cl. 36 permits postal or electronic ballots, again unlikely that our U3A will adopt this mode, although Cl. 32 of our own Constitution allows for it. Note that Schedule 3 of the Regulation sets out procedures for electronic and postal ballots.

MC Cl. 41* amends the text of our Constitution Cl. 33.4 [Note that ‘pecuniary gain’ does not include reimbursement of legitimate expenses incurred on behalf of the association or in carrying out the activities of the association.]

MC Cl. 42* is new and will be incorporated into our Constitution.

MC Cl. 44* extends the text of our Constitution Cl. 37.

MC Cl.45 is generally identical to our Constitution Cl. 38.

If the Committee accepts the changes it is not necessary to call a Special General Meeting to adopt the changes, as they are automatically incorporated into our Constitution. If that is the case, then it will be sufficient in my view to note the changes at our next committee meeting, and to ensure that a copy of the attached document of items marked * is included on our website under the ‘Incorporation and Constitution’ tab. Committee members are also advised to keep a copy with their own copies of the Constitution.

If however, anyone feels that the changes need to be adapted in some way to meet our U3A.s needs, it will be necessary for the Committee to discuss and agree on any such adaptations, and for them then to be submitted to a Special General Meeting. This requires at least 21 days’ notice. It does not of course, have to be done at the AGM, as we have 12 months latitude to make changes if necessary (without incurring a filing fee), but if that is thought to be convenient, then we would need to give notice to our members no later than 12th October.

Other changes to the Regulation are not concerned with the Constitution but do introduce some administrative changes. These are:

1. The annual Statement of Financial Affairs (Form A12 –T2) must include an income and expenditure statement and balance sheet as submitted to the AGM, that sets out appropriately classified individual sources of income and individual expenses incurred in the operation of the association, and current assets and liabilities (if any) of the association.
2. The financial records of an association must be kept for a minimum period of five years.
3. The official address of the association must be an address where the public officer can be found and where documents can be served by post. The official address cannot be a post office box. The document filed with the OFT shows the official address, which obviously must be changed if the incumbent of the role of Public Officer is changed.

Ainslie Lamb

Vice-President Development

8th September 2016

Additional Specific Provisions of the NSW Associations Model Constitution which apply to the U3A Northern Illawarra Constitution as from 1 September 2016

MC Clause 14 Composition and membership of Committee

- (4) A Committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.

MC Clause 21 Committee members may appoint other committee members

- (1) The Committee members may appoint a member of the association as a committee member to make up a quorum for a committee meeting even if the number of committee members making the appointment is not enough to make up that quorum.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of appointment.
- (3) This clause does not apply to filling a casual vacancy to which MC Clause 18 applies [our Constitution Clause 18].

MC Clause 22 – Use of technology at committee meetings

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

MC Clause 41 Association is non-profit

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

MC Clause 42 Distribution of property on winding up of association

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

MC Clause 44 Custody of books etc

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

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

Postal and electronic ballots must be conducted in accordance with the provisions of Schedule 3 of the Regulations.