

# **U3A WANGARATTA INC CONSTITUTION**

## 1 NAME AND INCORPORATION

The name of the incorporated association is **University of The Third Age Wangaratta Incorporated**, hereafter referred to as **U3A Wangaratta Inc.** The Incorporation number is A0025090S.

## 2 STATEMENT OF PURPOSES

The purposes for which the incorporated association is established are:

2.1 Primarily to provide programs and activities which offer stimulation and the opportunity to continue learning.

2.2 Offer programs to members without entry criteria, prior educational attainments, assessments or awards, and

2.3 Encourage members not only to learn but also to use their talents to assist the learning of others.

## 3 DEFINITIONS

"Act" means the Consumer Affairs Victoria, Associations Incorporation Reform Act 2012;

"committee" means the committee of management of the Association;

"financial year" means the year ending on 31 December;

"ordinary member of the committee" means a member of the committee who is not an officer of the Association;

"Regulations" means regulations under the Act;

"relevant documents" has the same meaning as in the Act.

In these Rules, a reference to the Secretary of the Association is a reference to a person who holds office under these Rules as Secretary of the Association.

## 4 ALTERATION OF THE RULES

These Rules and the statement of purposes of Wangaratta U3A Inc. must not be altered except in accordance with the Act.

## 5 MEMBERSHIP

A person becomes a member of the Wangaratta U3A Inc. upon payment of the annual or appropriate course fee, which is determined by resolution at the annual general meeting and with completion of an enrolment form.

## 6 REGISTER OF MEMBERS

The Secretary must keep and maintain an annual register of members containing

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the name and address of each member and the first year of membership of each member.

This information may be distributed to Wangaratta U3A Inc. members in accordance with the Privacy Act.

## **7 CEASING MEMBERSHIP**

A member may resign at any time.

## **8 SUSPENSION AND EXPULSION OF MEMBERS**

8.1 If the committee is of the opinion that a member has refused or neglected to comply with the Code of Conduct, the committee may by resolution-

(a) suspend that member from membership of the Association for a specified period; or

(b) expel that member from the Association.

8.2 A resolution of the committee under sub-rule 8.1 does not take effect unless –

(a) at a special committee meeting, the committee confirms the resolution; and

(b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

8.3 A meeting of the committee to confirm or revoke a resolution passed under sub-rule 8.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule 8.4.

8.4 For the purposes of giving notice in accordance with sub-rule 8.3, the Secretary must, as soon as practicable, cause to be given to the member a written notice-

(a) setting out the resolution of the committee and the grounds on which it is based; and

(b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and

(c) stating the date, place and time of that meeting; and

(d) informing the member that he or she may do one or both of the following –

(i) attend that meeting;

(ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;

(e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in a special general meeting against the resolution.

8.5 At a meeting of the committee to confirm or revoke a resolution passed under sub-rule 8.1, the committee must –

(a) give the member, or his/her representative, an opportunity to be heard; and

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- (b) give due consideration to any written statement submitted by the member; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

8.6 If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

8.7 If the Secretary receives a notice under sub-rule 8.6, he or she must notify the committee and the committee must convene a special general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

8.8 At a special general meeting of the Association convened under sub-rule 8.7 –

- (a) no business other than the question of the appeal may be conducted; and
- (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) the member, or his or her representative, must be given an opportunity to be heard; and
- (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

8.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

### **9 DISPUTES AND MEDIATION**

9.1 The grievance procedure set out in this rule applies to disputes under these Rules between –

- (a) a member and another member; or
- (b) a member and the Association.

9.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

9.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

9.4 The mediator must be –

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement –
  - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
  - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of

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Victoria (Department of Justice).

9.5 A member of the Association can be a mediator.

9.6 The mediator cannot be a member who is a party to the dispute.

9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

9.8 The mediator, in conducting the mediation, must –

(a) give the parties to the mediation process 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 to the dispute throughout the mediation process.

9.9 The mediator must not determine the dispute.

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

## **10 ANNUAL GENERAL MEETINGS**

10.1 The Annual General Meeting shall be held in January of each year.

10.2 The public notice convening the annual general meeting must specify that the meeting is an annual general meeting and be published at least one week prior the meeting.

10.3 The ordinary business of the annual general meeting shall be –

(a) to confirm the minutes of the previous annual general meeting; and  
(b) to receive from the committee reports upon the transactions of the association during the last preceding financial year; and  
(c) to elect officers of the Association and the ordinary members of the committee; and

10.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **11 GENERAL MEETINGS**

11.1 In addition to the annual general meeting, monthly general meetings may be held in the same year.

11.2 The committee may, whenever it thinks fit, convene an extraordinary general meeting of the Wangaratta U3A Inc.

11.3 The Committee must, on the request in writing of members representing not less than 5% of the total number of members, convene an extraordinary general meeting of the Wangaratta U3A Inc.

11.4 The request for an extraordinary general meeting must –

(a) state the objects of the meeting; and

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- (b) be signed by the members requesting the meeting; and
- (c) be sent to the address of the Secretary.

11.5 If the committee does not cause an extraordinary general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene an extraordinary general meeting to be held not later than 3 months after that date.

11.6 If an extraordinary general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee, and all reasonable expenses incurred in convening the extraordinary general meeting must be refunded by the Association to the persons incurring the expenses.

## **12 NOTICE OF GENERAL MEETINGS AND EXTRAORDINARY GENERAL MEETINGS.**

12.1 The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting.

12.2 Notice may be sent –

- (a) by prepaid post to the address appearing in the register of members; or
- (b) if the member requests, by facsimile transmission or electronic transmission.

## **13 QUORUM AT GENERAL MEETINGS**

13.1 No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

13.2 Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

13.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present –

- (a) in the case of a meeting convened upon the request of members – the meeting must be dissolved; and
- (b) in any other case – the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

## **14 PRESIDING AT GENERAL MEETINGS**

14.1 The President, or in the President's absence, a Vice-President, shall preside as Chairperson at each general meeting of the Association.

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14.2 If the President and both Vice-Presidents are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

## **15 ADJOURNMENT OF MEETINGS**

15.1 The person presiding may, with the consent of a majority of members present at the meeting adjourn the meeting from time to time and place to place.

15.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

## **16 VOTING AT GENERAL MEETINGS**

16.1 Upon any question arising at a general meeting of the Association, a member has one vote only.

16.2 All votes must be given personally or by proxy.

16.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

16.4 A member is not entitled to vote at a general meeting unless all monies due and payable by the member to the Association have been paid for the current financial year.

## **17 POLL AT GENERAL MEETINGS – where votes are cast in writing**

17.1 If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

17.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

## **18 MANNER OF DETERMINING WHETHER RESOLUTION CARRIED**

If a question arising at a general meeting of the Wangaratta U3A Inc. is determined on a show of hands

(a) a declaration is made by the Chairperson that a resolution has been (i) carried or (ii) lost; and

(b) an entry to that effect in the minute book of the Association is evidence of the fact.

## **19 PROXIES**

Each member is entitled to appoint another member as a proxy by notice given to

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the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

## **20 COMMITTEE OF MANAGEMENT**

20.1 The affairs of the U3a Wangaratta Inc. shall be managed by the committee of management who shall control and manage the business and affairs subject to the rules.

20.2 Subject to section 23 of the Act, the committee shall consist of the officers of the Association and 6 ordinary members – each of whom shall be elected at the annual general meeting of the Association in each year.

## **21 OFFICE HOLDERS**

21.1 The officers of the Association shall be –

A President, two Vice-Presidents, a Treasurer, and a Secretary.

21.2 Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but and is eligible for re-election for no more than five consecutive years.

21.3 In the event of a casual vacancy in any office, the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

## **22 ORDINARY MEMBERS OF THE COMMITTEE**

22.1 Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.

22.2 In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **23 ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS**

23.1 Nominations of candidates for election as officers of the Association or as ordinary

members of the committee must be –

(a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) delivered to the Secretary of the Association not less than 7 days before the date

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fixed for the holding of the annual general meeting.

23.2 A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.

23.3 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

23.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

23.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

23.6 The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

### **24 VACANCIES**

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member –

- (a) ceases to be a member of the Wangaratta U3A Inc.; or
- (b) resigns from office by notice in writing given to the Secretary.

### **25 MEETINGS OF THE COMMITTEE**

The committee must meet monthly in each year at such place and such times as the committee may determine.

Special meetings of the committee may be convened by the President or by any 4 members of the committee.

### **26 NOTICE OF COMMITTEE MEETINGS**

26.1 Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.

26.2 Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

### **27 QUORUM FOR COMMITTEE MEETINGS**

27.1 Any 5 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.

27.2 No business may be conducted unless a quorum is present.

27.3 If within half an hour of the time appointed for the meeting a quorum is not present –

- (a) in the case of a special meeting – the meeting lapses;
- (b) in any other case – the meeting shall stand adjourned to the same place and



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the same time on a date chosen by the executive.

27.4 The committee may act notwithstanding any vacancy on the committee.

## **28 PRESIDING AT COMMITTEE MEETINGS**

At the meetings of the committee –

- (a) the President or, in the President's absence, a Vice-President presides; or
- (b) if the President and both Vice-Presidents are absent, or are unable to preside, the members present must choose one of their number to preside.

## **29 VOTING AT COMMITTEE MEETINGS**

29.1 Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

29.2 Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## **30 REMOVAL OF COMMITTEE MEMBER**

30.1 The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

30.2 A member who is the subject of a proposed resolution referred to in sub-rule 30.1 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 members of the Association.

30.3 The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

## **31 MINUTES OF MEETINGS**

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at both types of meetings.

## **32 FUNDS**

32.1 The Treasurer of the Association must –

- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and

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(b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

32.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by authorised signatories to the bank account.

Signatories to the bank account may not include two members of the same family.

32.3 The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the committee determines.

### **33 SEAL**

33.1 The common seal of the Association must be kept in the custody of the Secretary.

33.2 The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

### **34 NOTICE TO MEMBERS**

Except for the requirement in rule 12, any notice that is required to be given to a member, on behalf of the Association under these Rules may be given by -

(a) delivering the notice to the member personally; or

(b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or

(c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or

(d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

### **35 WINDING UP**

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

### **36 CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

36.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

36.2 Minutes of committee meetings must be kept for at least 4 years.

36.3 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon

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request.

36.4 A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

## **37 REVISION OF THE CONSTITUTION**

37.1 The Constitution is to be revised every 2 years. The next revision date for this Constitution is in July 2018.

37.2 Members should be advised when each two-yearly revision has been completed via the meeting room noticeboard, class information folder, and the Wangaratta U3A Inc. website.

37.3 Copies of the revised Constitution are to be made freely available to members by the Secretary upon request in accordance with 36.4 of this Constitution.