

U3A GAWLER BRANCH INC CONSTITUTION

Approved 9 September 2009

1. NAME

The name of the incorporated association is "U3A GAWLER BRANCH INC." referred to herein as "the association".

2. DEFINITIONS

"committee" means the committee of management of the association

"general meeting" means a general meeting of members of the association convened in accordance with this constitution.

"member" means a member of the association

"the Act" means the Associations Incorporation Act 1985

"special resolution" means a special resolution defined in the Act

"Third Age" means a period of active retirement following cessation of employment.

"month" shall mean a calendar month

"U3A" means University of the Third Age

3. PURPOSE AND OBJECTIVES OF THE ASSOCIATION

- (1) The purpose of the association is to provide members with the stimulus of mental activity by assisting them to take up new interests or extend old ones unrestricted by entry criteria or requirements of vocation or desire or need for qualifications
- (2) In particular, the association will
 - (a) provide programmes of learning activities which offer stimulation primarily for Third Age persons;
 - (b) act with others to improve the status and position of the elderly in our community;
 - (c) operate as a mutual aid organisation, drawing upon the skills, knowledge and goodwill of its members to provide the programmes;
 - (d) encourage members to teach or in other ways assist in the operation of the association.

4. POWERS OF THE ASSOCIATION

For the purpose of carrying out its purpose and objectives, and subject to the provisions of The Act and this constitution, the association may

- (1) acquire, hold, deal with, and dispose of any real or personal property; and
- (2) administer any property on trust; and
- (3) open and operate ADI (Authorised Deposit Taking Institution) accounts; and
- (4) invest its moneys in any security which trust moneys may, by Act of Parliament, be invested; and
- (5) borrow money upon such terms and conditions as the association thinks fit; and
- (6) give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
- (7) appoint agents to transact any business of the association on its behalf; and
- (8) enter into any other contract it considers necessary or desirable.

5. MEMBERSHIP

5.1 MEMBERS

Any adult person who accepts the purpose and objectives of the association as expressed in the constitution, and has paid the prescribed entry fee, if any, is eligible to be a member.

5.2 SUBSCRIPTIONS

- (a) The subscription fee for membership shall be such sum, if any, as may be set by the committee.
- (b) The subscription shall become due annually on 1st January.
- (c) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

5.3 RESIGNATIONS

A member may resign from membership of the association by giving written notice thereof to the secretary or public officer of the association.

5.4 EXPULSION

- (a) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- (b) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- (c) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member (subject to 5.4 (d) below) will cease to be a member 14 days after the committee has communicated its determination to the member.
- (d) It shall be open to a member facing expulsion to appeal to the association in a general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the association within fourteen days after the determination of the committee has been communicated to the member.
- (e) In the event of an appeal under 5.4 (d) above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.5 REGISTER OF MEMBERS

A register of members must be kept and contain

- (a) the name and address of each member; and
- (b) the date on which each member was admitted to the association;
- (c) if applicable, the date of, and reason(s) for, termination of membership.

5.6 REFUSAL OF MEMBERSHIP

The committee may refuse to accept any new membership at its discretion.

6. THE COMMITTEE

6.1 POWERS AND DUTIES

- (a) The affairs of the association shall be managed and controlled by a committee which in addition to any powers and authorities conferred by this constitution may exercise all such powers and do all such things as are within the purpose and objectives of the association, and are not by the Act or by this constitution required to be done by the association in general meeting.
- (b) The committee has the management and control of the funds and other property of the association.
- (c) The authority of the committee to exercise the powers of the association pursuant to section 4 of this constitution is restricted in that unless approved by a general meeting it shall not enter into any agreement or contract, excluding grants, involving value exceeding five thousand dollars.
- (d) The committee shall have the authority to interpret the meaning of this constitution and any other matter relating to the affairs of the association on which these rules are silent.
- (e) The committee shall appoint a public officer as required by the Act.

6.2 APPOINTMENT

- (a) The committee shall consist of nine members elected at the Annual General Meeting.
- (b) All members of the association are entitled to offer themselves for election to the committee except that no person shall serve for more than five consecutive years.
- (c) From its own members and at its first meeting after the annual general meeting, the committee shall appoint a chairman, a vice chairman, a secretary and a treasurer.
- (d) The committee may appoint another member of the association to fill any vacancy that may occur.

6.3 PROCEEDINGS OF COMMITTEE

- (a) The committee shall meet as often as may be required to conduct the business of the association and not less than four times in each year.

- (b) Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairman shall have a casting vote in addition to a deliberative vote.
- (c) A quorum for a meeting of the committee shall be five members of the committee.
- (d) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

6.4 DISQUALIFICATION OF COMMITTEE MEMBERS

The office of a committee member shall become vacant if a committee member is

- (a) disqualified from being a committee member by the Act, or
- (b) expelled as a member under this constitution
- (c) permanently incapacitated by ill health, or
- (d) absent without acceptable explanation or apology for more than three successive committee meetings.

7. THE SEAL

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authority of the committee, and every use of the seal shall be recorded in the minute book of the association. The affixing of the seal shall be witnessed by the chairperson and the secretary, who shall be the keeper of the seal.

8. GENERAL MEETINGS

8.1 ANNUAL GENERAL MEETINGS

- (a) The committee shall call an annual general meeting in accordance with the Act in either February or March of each year.
- (b) The order of the business at the meeting shall be:
 - (i) the confirmation of the minutes of the previous annual general meeting and of any special general meetings held since that meeting.
 - (ii) the consideration of the accounts and reports of the committee and the auditor's report.
 - (iii) the election of committee members.
 - (iv) the appointment of an auditor.
 - (v) any other business requiring consideration by the association in general meeting.
 - (vi) other business at the discretion of the chairman.

8.2 SPECIAL GENERAL MEETINGS

- (a) The committee may call a special general meeting of the association at any time.
- (b) Upon a requisition in writing of not less than ten per cent of the total number of members of the association, the committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- (c) Every requisition for a special general meeting shall be signed by the relevant member and shall state the purpose of the meeting.
- (d) If a special general meeting is not convened within one month, as required by 8.2 (b) above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

8.3 NOTICE OF GENERAL MEETINGS

- (a) Subject to 8.3 (b) below, written notice of not more than 28 days and not less than 14 days of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of business to be transacted at the meeting.
- (b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

- (c) A notice may be given to any member by sending the notice by pre-paid post or facsimile transmission or where available by electronic mail to the member's registered address or facsimile number or electronic mail address.
- (d) Where a notice is sent by post, service of their notice shall be deemed to be effective by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected two days after posting.
- (e) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (f) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.
 - (i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - (ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4 PROCEEDINGS AT GENERAL MEETINGS

- (a) A quorum at any general meeting shall be twenty or one quarter of the members, whichever is the less.
- (b) If the chairman is not present within reasonable time after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairman of that meeting.

8.5 VOTING AT GENERAL MEETINGS

- (a) Subject to this constitution, every member of the association has only one vote at a meeting of the association.
- (b) Subject to this constitution, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person.
- (c) Subject to the Act and this constitution a special resolution must be determined by a majority of not less than three quarters of such members as, being entitled to do so, vote in person.
- (d) Unless a poll is demanded by at least five members, a question for decision at a general meeting shall be determined by a show of hands.
- (e) The chairman as a member shall have a deliberate vote. In the event of a tied vote, the chairman shall have a casting vote.

8.6 POLL AT GENERAL MEETINGS

- (a) If a poll is demanded, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting

8.7 SPECIAL AND ORDINARY RESOLUTIONS

- (a) A special resolution is a special resolution as defined in the Act and in particular,
 - (i) a proposal to amend this constitution, or
 - (ii) a proposal to wind up the association
- (b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

9. MINUTES

- (a) Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the committee (as relevant) at a subsequent meeting.
- (c) The minutes kept pursuant to this section shall be signed by the chairman of the meeting at which the proceedings took place or by the chairman of the next successive meeting at which the minutes are confirmed.

- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. FINANCIAL YEAR

The financial year of the association shall be the twelve months ending on 31st December of each year.

11. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the association shall be applied exclusively to the promotion of its objectives and no portion shall be paid or distributed directly or indirectly to members or their associates except as expenses incurred on behalf of the association.

12. BY-LAWS

The committee of the association may adopt by-laws not inconsistent with the constitution, embodying additional provisions for the management of the association. Such by-laws may be amended from time to time as provided therein.

13. WINDING UP

- (a) The association may be wound up in the manner provided for in the Act.
- (b) If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be transferred to such other body with similar objectives as shall be nominated in the 'special resolution' winding up the association.

14. AMENDMENT OF THE CONSTITUTION

- (a) This constitution may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitution.
- (b) The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.
- (c) The registered constitution shall bind the association and every member to the same extent as if they have respectively signed and sealed it, and agreed to be bound by all of the provisions thereof.