

U3A ADELAIDE HILLS INCORPORATED

CONSTITUTION AND RULES

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Lodged with the Office of Consumer & Business Affairs, February 2020

**U3A ADELAIDE HILLS INC
CONSTITUTION – February 2020**

1. NAME

The name of the Association is U3A ADELAIDE HILLS INC referred to herein as “the Association” or “U3A-AH”.

2. DEFINITIONS

“management committee” means the management committee of the Association

“general meeting” means a general meeting of members of the Association convened in accordance with these rules

“the Act” means the Associations Incorporation Act 1985 with any amendments thereto

“special resolution” means a special resolution defined in the Act

“month” means a calendar month

“member” means a natural person who has paid the required membership subscription

“course co-ordinator” means the person holding overall responsibility for developing and publishing the U3A-AH learning activity program

“course organiser” means the person responsible for a specific portfolio of learning activities

“course leader” means the tutor or speaker for an individual course

“course” means a U3A-AH activity

“public officer” means the contact person and signatory for the association in matters relating to the requirements of the Office of Consumer and Business Affairs

“financial year” means July 1 to June 30

“academic year” means a calendar year

3. PURPOSE OF THE ASSOCIATION

U3A-AH is a not for profit, community educational organisation providing learning activities, and is managed by and primarily targets people aged 50 years or older.

4. THE AIMS AND OBJECTIVES OF THE ASSOCIATION

- a) To provide members with both the stimulus of a broad range of courses including intellectual and physical activities and the opportunity to participate in community based activities.
- b) To develop:
 - ♦ educational activities that encourage co-operative investigation of a topic or area of mutual interest as a major focus
 - ♦ a culture in which activities, experience and expertise are recognised and shared.
- c) To create a learning culture that is free from discrimination.
- d) To provide opportunities for social interaction between members.
- e) To promote and encourage membership within the U3A-AH region.
- f) To exchange ideas and resources with other Universities of the Third Age, both in Australia and overseas and to encourage the extension of similar organisations in other parts of South Australia and Australia.
- g) To do all such things as may be incidental to the attainment of the above objectives.

5. POWERS

The Association shall have all the powers conferred by Section 25 of the Act.

6. MEMBERSHIP

- 6.1 Subscriptions
- a) Individual members shall be persons who have paid the annual membership fee and by doing so have agreed to the above aims and objectives.
 - b) Attendance at courses shall be limited to financial members only, except in exceptional circumstances.
 - c) Individual membership shall cease on:
 - ♦ 31st December of each year
 - ♦ or, the receipt of resignation in writing.

- d) U3A-AH will be financed principally by annual membership fees, set at each year's AGM, at a level designed to meet non-salaried operational costs.

6.2 Expulsion of members

The management committee is empowered to revoke the membership of any member of U3A-AH after the Association's dispute resolution procedure has been finalised and that member is found to have acted in such a way as to be detrimental to the organisation.

6.3 Register of members

A register of members shall be maintained by a member of the management committee and include names and contact details. Access to the register of members shall be limited to persons authorised by the management committee.

7. THE MANAGEMENT COMMITTEE

7.1 Powers and duties

- a) The affairs of the Association shall be managed and controlled by a management committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are required within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- b) The management committee has the management and control of the funds and other property of the Association.
- c) The management committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- d) The management committee shall appoint a public officer as required by the Act.

7.2 Proceedings of management committee

- a) Management shall be vested in a management committee of up to 14 people elected at the Annual General Meeting (AGM).
- b) The management committee shall elect the Executive consisting of Chairperson, Vice Chairperson, Secretary, Treasurer and Course Co-ordinator at their first meeting following and to be held within one month of the AGM.
- c) The Chairperson will have both a deliberative and casting vote.
- d) The management committee shall have the right to co-opt members to fill casual vacancies.
- e) The management committee shall meet as often as may be required to conduct the business of the Association, and not less than four times annually.
- f) The quorum for meetings of the management committee shall be 5 members of that committee.
- g) The management committee shall appoint sub-committees for such purposes as it sees fit. The sub-committees shall report to the management committee.
- h) The management committee shall recommend the annual membership fee and present it at the AGM for members' approval.

- 7.3 Disqualification of management committee members
- a) An executive or ordinary member of the management committee shall cease to hold such office upon:
- (i) tendering a resignation in writing
 - (ii) or, their absence from three successive management committee meetings without explanation or apology
 - (iii) or, the election of a new management committee at the AGM.

8. THE SEAL

U3A – AH shall have a Common Seal which shall be affixed only by the resolution of the management committee or of a General Meeting and in the presence of at least two members of the management committee including at least one executive member. Every use of the seal shall be recorded in the minutes of the succeeding management committee meeting or of a General Meeting of the Association.

9. GENERAL MEETINGS

- 9.1 Annual General Meetings
- a) The Annual General Meeting shall be held once every financial year and not more than four months after the close of the financial year.
- b) A quorum at any General Meeting shall be 15, or one-fifth of the members, whichever is less.
- c) The order of business of the Annual General Meeting shall be to:
- ◆ confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since the previous Annual General Meeting
 - ◆ receive a report from the Chairperson of the management committee for the previous financial year
 - ◆ receive a report and audited financial statements for the previous financial year
 - ◆ set fees for the following academic year
 - ◆ appoint an auditor
 - ◆ receive all relevant reports
 - ◆ elect the members of the management committee
 - ◆ conduct other business placed on the agenda at least one week prior to the commencement of the meeting.
- 9.2 Special General Meetings
- a) The management committee may call a Special General Meeting at any time.
- b) A Special General Meeting shall be a meeting open to the membership of the Association.
- c) A Special General Meeting shall be called by the Secretary within not less than 7 or more than 28 days of receipt of:
- ◆ a directive of the management committee
 - ◆ or a written request of 20 members of the Association specifying the business to be conducted at the meeting.
- 9.3 Notice of General Meetings
- Written notice of not more than 28 days and not less than 7 days of a General Meeting shall be distributed to all members and displayed at any premises occupied by the Association.
- 9.4 Proceedings at General Meetings
- ◆ A quorum at a General Meeting shall be 15 members or one fifth of all members, whichever is less.
 - ◆ If at a General Meeting there is no quorum within thirty minutes of the time appointed for the meeting, then a majority of members present may decide to

adjourn the meeting for a period not exceeding fourteen days. Notice of the adjourned meeting will be displayed at any premises occupied by the Association.

- ◆ If a quorum is not present at the adjourned meeting, the meeting will lapse altogether.
- ◆ The Chairperson shall preside as chairperson at a General Meeting of the Association.

9.5 Voting at General Meetings

- ◆ Each member shall be entitled to one vote at a General Meeting provided that he or she has been a member for at least 30 days prior to the meeting.
- ◆ The Chairperson will have both a deliberative and casting vote.
- ◆ A question for decision at a General Meeting must be determined by members eligible to vote, who may vote in person or by proxy at the meeting.
- ◆ A resolution is passed by a simple majority at a General Meeting.
- ◆ Voting shall be by show of hands:
 - in any contested election the poll shall be a secret ballot
 - any meeting may, by show of hands, require any other vote to be by secret ballot.

9.6 Proxies

Any member not personally present shall be entitled to vote using the official proxy form. The member may appoint a proxy (who is also a member) to vote on his or her behalf. The Proxy Form shall be presented to the Chairperson at the commencement of the meeting.

The proxy form should state the following:

*“I the undersigned being a member of the U3A – AH, hereby appoint.....as my proxy to vote for me or on my behalf at the Annual or Special Meeting (as the case may be) of the U3A – AH, to be held on the.....day of.....20__..
Signed by the said.....
In the presence of.....”*

10. EXECUTIVE ROLES AND RESPONSIBILITIES

10.1 The Chairperson’s role is to ensure that:

- a) the meetings start and finish on time
- b) attendees, apologies and minutes are recorded accurately and in sufficient detail
- c) meeting rules are followed
- d) everyone gets a chance to speak on each topic
- e) business is conducted in an orderly manner
- f) discussion is focussed on the agenda item of the moment
- g) discussion is courteous at all times
- h) the views of all members are respected
- i) decisions are made according to the policies of the organisation
- j) tasks are delegated appropriately and fairly
- k) all guests are made to feel welcome
- l) all guests understand their rights at the meeting.
- m) other duties as required by the committee.

- 10.2 The Secretary's role is to ensure that:
- a) records of the organisation are kept
 - b) incoming and outgoing correspondence is managed
 - c) meetings are called according to the constitution
 - d) agendas are prepared (usually in conjunction with the Chairperson) and circulated
 - e) formal records of all meetings of the management committee are kept
 - f) a register of current members is maintained and made available at the AGM.
 - g) other duties as required by the committee.
- 10.3 The Treasurer's role is to ensure that:
- a) the finances of the organisation are managed appropriately including the production of budgets and the submission of financial reports to each committee meeting
 - b) recommendations are made to the management committee about income and expenditure and investments and debts
 - c) records are kept of all incoming and outgoing payments
 - d) payments are by petty cash or cheque or electronic means approved by any two office bearers. Major or unusual expenditures must be authorised in advance by the committee
 - e) financial statements are collated for the attention of the Auditor at the end of each financial year
 - f) financial statements and audited accounts are presented to the Annual General Meeting.
 - g) other duties as required by the committee.
- 10.4 Course Co-ordinator's role is to ensure that:
- a) the process of developing the course program is managed according to the organisation's requirements.
 - b) the program is balanced in terms of content and timetable
 - c) the program reflects presenter's knowledge and experience
 - d) presenters and organisers are recruited and supported with relevant information
 - e) the program is collated and produced in a timely manner
 - f) other duties as required by the committee

11. DISPUTE RESOLUTION

- a) This procedure applies to any disputes involving the association.
- b) The parties to the dispute must discuss the issue and seek to resolve the matter within 14 days.
- c) If the parties are unable to resolve a dispute they may choose to meet to discuss the dispute with the Association's Dispute Committee of three, appointed as necessary, who have the power to refer the matter to an independent arbiter if required.
- d) The privacy and confidentiality of all persons party to a dispute must be maintained throughout the process.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

13. DISSOLUTION

- a) U3A - AH can only be dissolved by a special resolution which is approved by at least three quarters of the members present and eligible to vote, or their proxies, at a special general meeting of members called for the purpose, of which not less than 28 days written notice, including notice of the proposed dissolution, has been given to all members.

- b) On dissolution all property of the U3A – AH, whether real or personal, remaining after payment of debts and legal liabilities shall be transferred to such other body formed for promoting similar objectives or for charitable objects as shall be approved by the Association, provided that such other body shall prohibit the distribution of income and property to the extent stated herein.
- c) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.
- d) If U3A – AH shall have been approved pursuant to Section 30B of the Income tax Assessment Act (1997) as a deductible gift recipient then surplus funds received in that form shall be transferred to such other body also so approved.

14. RULES

- a) This Constitution may be repealed, altered or amended at an Annual General Meeting or at a Special General Meeting of which not less than seven days written notice (including notice of the proposed repeal, alteration or amendment) has been distributed to all members.
- b) Alterations shall be registered with the Public Office responsible for administering the Associations Incorporations Act.
- c) No motion for the repeal, alteration or amendment of this Constitution shall be deemed to be carried unless:
 - ♦ there is a quorum present at the meeting and
 - ♦ the motion is supported by at least two-thirds of those present and eligible to vote or their proxies.
- d) The registered Constitution shall bind U3A - AH and every member of the Association to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

Constitution dated: February 2020