



**Mudgee District U3A**

# **THE CONSTITUTION**

**November 2009**



**Mudgee District U3A**



# Contents

<b>Part 1</b>	
Preliminary	5
<b>Part 2</b>	
Membership	6
<b>Part 3</b>	
The Committee	9
<b>Part 4</b>	
General Meetings	14
<b>Part 5</b>	
Miscellaneous	17



**Constitution**  
*based on*  
**The Model Rules of the NSW Office of Fair Trading**  
**with amendments by Mudgee District U3A Inc**  
**Post AGM 2009**

**Objects of association**

- (1) To provide opportunities for retired or semi-retired persons to take part in learning and teaching activities which are organised and administered by themselves.
- (2) To offer non-accredited courses with no pre-requisites, qualifications or examinations.
- (3) To foster the exchange of ideas and resources with other Universities of the Third Age in Australia and overseas.

**Part 1 - Preliminary**

**1. Definitions**

(1) In these rules:

**Commissioner** means the Commissioner of the Office of Fair Trading.

**ordinary member** means a member of the committee who is not an office-bearer of the association, as referred to in rule 14 (2).

**secretary** means:

- (a) the person holding office under these rules as secretary of the association, or
- (b) if no such person holds that office—the public officer of the association.

**annual general meeting** means a general meeting held once per year and at which annual reports of the activities and financial performance of the association over the previous year are presented to the members.

**special general meeting** means a general meeting of the association other than an annual general meeting.

**special resolution** means a resolution which is to be passed at an annual or special general meeting in accordance with section 35 Special Resolution.

**the Act** means the Associations Incorporation Act 1984.

**the Regulation** means the Associations Incorporation Regulation 1999.

(2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

(4) The association means THE MUDGEE DISTRICT UNIVERSITY OF THE THIRD AGE, to be commonly known as MUDGEE DISTRICT U3A.

(5) The Mudgee District includes all of the towns, villages and localities lying within the boundaries of the Mid-Western Regional Council.

## **Part 2 - Membership**

### **2. Membership qualifications**

#### **(1) Member**

A person is qualified to be a member of the association if, but only if:

- (a) the person is a person referred to in section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act, or
- (b) the person is person over the age of 55 years who subscribes to the objectives of the association and who agrees to pay the annual registration fee, and
- (c) who has applied for membership enrolment of the association as provided by rule 3, or
- (d) is a person below the age of 55 who applies to join the association and who subscribes to its objectives and who agrees to pay the annual registration fee and who may be admitted at the discretion of the committee.

#### **(2) Honorary Member**

- (1) A person may be granted the privilege of honorary membership without payment of the annual fees if the person:
  - (a) has agreed to be the Patron of the association, or
  - (b) is a subject presenter who is not an enrolled member of the association and is not attending classes other than the presenter's own class, or
  - (c) is a person appointed by the committee.
- (2) An Honorary member shall have all of the privileges and obligations of a financial member except the right to vote in a general meeting.

#### **(3) Honorary Life Member**

- (1) All nominations for Honorary Life Membership of the Association must be submitted to the committee in writing, on the approved nomination form, and such proposals will be examined against the approved criteria for granting an award.
- (2) All nominations for life membership shall be made in writing, signed by the proposer, seconder and the nominated person and delivered to the secretary not less than 28 days before the meeting.
- (3) Nomination forms for honorary life membership may be obtained from the secretary.
- (4) After examination of each proposal by the committee against the approved criteria, the committee will either recommend to the members that an award be granted or dismiss the nomination at that time.
- (5) Nominees for life membership need to meet the following criteria:
  - (a) has been a financial member of Mudgee District U3A for a minimum of five (5) consecutive years, and
  - (b) has been a committee member and/or presenter for a minimum of 5 (five) consecutive years, and
  - (c) has actively promoted Mudgee District U3A, and
  - (d) has demonstrated service that is exceptional and extraordinary.
- (6) A person may be granted the privilege of honorary life membership, without payment of annual fees, by a motion to grant that privilege to the person being proposed, seconded and passed a special resolution at an annual or special general meeting.
- (7) An honorary life member shall have all of the privileges and obligations of a financial member including the right to vote in an annual or special general meeting.

### **3. Application for membership enrolment**

- (1) An application for membership enrolment:
  - (a) must be in writing on the approved membership application form and shall show the classes that the applicant wishes to take (see (4) below), and
  - (b) must be lodged together with the membership fee on the enrolment day, or
  - (c) a postal application may be posted to the secretary of the association together with the membership fee and a stamped self addressed envelope.
- (2) As soon as practicable after receiving an application for membership enrolment, the secretary must send the application to the treasurer who shall issue a receipt for the membership fee. The treasurer shall mark the application form with the receipt number and return the form to the secretary. The treasurer shall post the receipt to the applicant in the stamped self addressed envelope.
- (3) As soon as practicable after receiving the application form from the treasurer the secretary must enter the applicant's name and contact details for the current year in the register of members and any other information required by the NSW Office of Fair Trading and on the name being so entered the applicant shall become an enrolled member of the association.
- (4) An enrolled member of the association may attend more than one class in any term and throughout the current year.

### **4. Termination of membership**

- (1) A person ceases to be a member of the association if the person:
  - (a) dies, or
  - (b) resigns membership, or
  - (c) is expelled from the association by the committee, or
  - (d) fails to re-enrol within the new calendar year, or
  - (e) leaves the Mudgee district to permanently reside in another district.
- (2) The member shall not be given a refund of fees paid by the member to the association should his/her membership terminate in accordance with any one of the above clauses.

### **5. Membership entitlements not transferable**

- (1) A right, privilege or obligation which a person has by reason of being a member of the association:
  - (a) is not capable of being transferred or transmitted to another person, and
  - (b) terminates on termination of the person's membership.

### **6. Resignation of membership**

- (1) An enrolled member of the association may resign from the association provided that:
  - (a) The member has paid to the Treasurer all monies due and payable to the association at the proposed date of the resignation, and
  - (b) The member has paid all monies owing to all presenters who have supplied materials, books, patterns, tools or other things for the member to use in classes, and
  - (c) The member has given to the secretary a written or oral notice of at least 28 days (or such other period as the committee may determine from time to time) of the member's intention to resign. On the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under clause (1), and in every other 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.

### **7. Register of members**

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.

- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (3) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.
- (4) In order to protect members' privacy that part of the register which shows contact details and any other matters which are the subject of the various Privacy Acts shall not be made available to any member.

## **8. Fees and subscriptions**

- (1) New members shall not be charged a joining fee on joining the association.
- (2) A member of the association must pay an enrolment fee to the association:
  - (a) on or before the enrolment day at the start of each new calendar year, or
  - (b) if the member becomes a member after the enrolment day in any new calendar year on the day of making application to be a member.
- (3) A member who joins the association in any term other than the first shall pay a reduced fee based on a sliding scale determined by the committee.
- (5) Residents of Mudgee's Age Care facilities shall pay an annual membership fee as determined by the association at an annual general meeting which shall reduce based on a sliding scale determined by the committee.
- (6) Members may be required to pay to the presenter additional fees as a condition of enrolling in certain classes and activities. Such fees would be set to cover materials, photocopying and venue hire, as relevant. The committee has the obligation to advise all members of this requirement, and the amount to be paid, on the annual programme of courses and activities.
- (7) An enrolled member shall be a financial member only for that calendar year in which the member enrolls.
- (8) All members shall become non-financial members from midnight on the day before the enrolment day in each new calendar year.

## **9. Members' liabilities**

The liability of a member of the association 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 rule 8 and all monies owing to a presenter as required by rule 6.

## **10. Resolution of internal disputes**

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- (2) At least 28 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **11. Disciplining of members**

- (1) A complaint may be made to the committee by any person that a member of the association:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these rules,  
or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a 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 28 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.



- (3) 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.
- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given 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 rule 12.
- (5) 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 rule 12(5), whichever is the later.

## **12. Right of appeal of disciplined member**

- (1) A member may appeal to the association in a special general meeting against a resolution of the committee made under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice of appeal 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.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a special general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a special general meeting of the association convened under clause 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.
- (5) If, at the special general meeting, the association passes a special resolution in favour of the confirmation of the resolution of the committee then the resolution is confirmed.

## **Part 3 - The committee**

### **13. Powers of the committee**

The committee is to be called the committee of management of the association and, subject to the Act, the Regulations and these rules and to any resolution passed by the association in general meeting:

- (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 these rules 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**

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
  - (a) the office-bearers of the association, and
  - (b) 4 ordinary members, each of whom is to be elected at the annual general meeting of the association under rule 15.

- (2) The office-bearers of the association are to be:
- (a) the president,
  - (b) two vice presidents,
  - (c) the treasurer,
  - (d) the secretary
  - (e) the program co-coordinator, and
  - (f) the publicity officer
- (3) All appointments are honorary, in that the appointments attract no emolument or honorarium.
- (4) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (6) No officer or ordinary member of the committee shall hold office for a continuous period longer than three consecutive years but shall be eligible for re-election one year after standing down from the committee.
- (7) If no candidates stand for election to any office or as committee member then the incumbent person holding that office or committee membership may continue to hold the same position provided that the financial members present at an Annual General Meeting so agree.
- (8) If the financial members present at an Annual General Meeting do not agree to an incumbent continuing in office then that position shall be declared unfilled and it shall be the responsibility of the remaining elected members of the committee to fill the position from amongst their number and co-opt another financial member to fill any ensuing vacancy on the committee.
- (9) The Management committee may co-opt financial members of the association to sub-committees formed for special projects. The number of members appointed under this rule shall not exceed two. Members so appointed are to hold the position for no longer than the duration of the project and shall not sit as ordinary members of the committee. They shall have the same voting rights within the sub-committee as the other members of the sub-committee.

## **15. Election of officers and committee members**

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:
- (a) must be made in writing, signed by 2 members of the association as proposer and seconder and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the association at least 14 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If by the closing date for nominations insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations shall be called for at the annual general meeting.
- (3) If insufficient further nominations are received at the annual general meeting, any vacant positions remaining on the committee are taken to be casual vacancies which may be filled in accordance with rule 14(5).
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held at the annual general meeting.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting by secret ballot.

## **16. President**

- (1) The president shall normally take the chair at all meetings of the association, and either shall be a member of any sub-committee ex-officio or instead shall appoint a vice-president to be a member ex officio.
- (2) Candidates for the position of president shall have served at least one year in any position on a previous committee. The provisions of this clause may only be waived by a vote of the financial members at the annual general meeting in favour of doing so.

## **17. Vice President/s**

A vice president shall take the chair at any meeting of the association when the president is not available, and shall be a member of any sub-committee ex officio when appointed by the president.

## **18. Secretary**

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to maintain records of all business of the association including:
  - (a) minutes of all appointments of office-bearers and members of the committee, and
  - (b) minutes of the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) minutes of all proceedings at committee meetings and general meetings, and
  - (d) copies of all correspondence inwards and outwards, and
  - (e) the constitution.
- (3) Minutes of proceedings at all meetings must be signed as a true and correct record by the chairperson of the relevant meeting or by the chairperson of the next succeeding meeting of the same kind.

## **19. Public Officer**

- (1) The public officer can be a member of the committee, a member of the association or an outsider.
- (2) The committee appoints the public officer of the association.
- (3) The public officer shall be deemed to have vacated the office if the public officer:
  - (a) dies, or
  - (b) resigns from the position of public officer, or
  - (c) is removed from office by way of resolution passed at a general meeting of the members, or
  - (d) becomes bankrupt, or
  - (e) becomes a patient under the Mental Health Act, or
  - (f) ceases to be a resident in NSW.
- (4) The position must not remain vacant for more than 14 days. Within 14 days of the vacancy occurring the committee must notify the Registry of Co-operatives and Associations of the vacancy and appoint a new public officer.
- (5) A new public officer must lodge a vacancy/appointment/change of address of public officer form, obtained from the NSW Office of Fair Trading.
- (6) The public officer must,
  - (a) lodge an Annual Statement on the prescribed form with the fee within one month of each annual general meeting, and
  - (b) apply to the commissioner for Fair Trading for approval for a change of name within one month of the passing of a special resolution to change the association's name, and
  - (c) lodge a notice of alteration of objects or rules on the prescribed form with the fee after the passing of a special resolution altering the statement of objects or rules of the association, and
  - (d) bring all documents addressed to the association to the attention of the committee as soon as practicable.

## **20. Treasurer**

- (1) It is the duty of the treasurer of the association to ensure:
  - (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
  - (b) that 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.
  - (c) that no expenditure shall be incurred without the prior approval of the committee except that the costs of emergency maintenance to equipment owned by the association may be expended without prior reference to the committee.
  - (d) that claims for re-reimbursement of expenses shall not be paid unless the committee has voted to meet those expenses before they are incurred.

## **21. Programme Co-coordinator**

The programme coordinator shall organise, on an annual basis, the programme of courses offered by the association, subject to the approval of the committee. The programme coordinator shall also liaise with course presenters and venue managers throughout the year.

## **22. Publicity Officer**

The publicity officer shall arrange all publicity for the association and its activities, subject to the approval of the committee. Members who wish to contribute to publicity activities must pass all of their publicity material to the publicity officer and shall not make claims to anyone that they represent the association in any way.

## **23. Casual vacancies**

- (1) For the purposes of these rules, 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 office by notice in writing given to the secretary, or
  - (e) is removed from office under rule 24, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from three consecutive meetings of the committee. Acceptance of an apology shall be deemed to grant such leave.
- (2) The committee may fill a casual vacancy on the committee (other than for the president) by co-opting a financial member of the association to act until the next A.G.M. If the president's office becomes vacant, one of the vice presidents shall be appointed by the committee to be acting president until the next A.G.M.

## **24. Removal of committee member**

- (1) The association in special general meeting may by special resolution remove any member of the committee from the office of member of the committee 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.
- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing (not exceeding a reasonable length) to the secretary or president 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.

## **25. Committee meetings and quorum**

- (1) The committee must meet at least 4 times in each period of 12 months at such place and time as the

committee may determine.

- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (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 majority of committee members present at the meeting agree to treat as urgent business.
- (5) Any 7 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (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 the same place and at the same hour of the same day in the following week.
- (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.
- (8) At a meeting of the committee:
  - (a) the president or, in the president's absence, one of the vice presidents is to preside, or
  - (b) if the president and the vice presidents are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## **26. Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **27. Voting and decisions at committee meetings**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding as chair person 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 rule 25 (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.
- (5) Voting at all committee and sub-committee meetings is to be by show of hands.

## **Part 4 - General meetings**

### **28. Annual general meetings—holding of**

The association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.

### **29. Annual general meetings—calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to rule 27, to be convened on such date and at such place and time as the committee thinks fit.
- (2) The secretary must, at least 28 days before the date fixed for the holding of the annual general meeting, give a notice to each member specifying
  - (a) the place, date and time of the annual general meeting and
  - (b) the nature of the business proposed to be transacted at the annual general meeting.

The notice may be given by insertion in the association's news-letter or by email to the member or by standard post to the member's address recorded in the membership records.

- (3) An annual general meeting must be specified as such in the notice convening it.
- (4) A member desiring to bring any business before an annual general meeting must give notice in writing of that business to the secretary.
  - (a) the written notice from the member shall be given to the secretary not less than 35 days before the annual general meeting, and
  - (b) the secretary must include that business in the next notice calling an annual general meeting to be sent to members after receipt of the notice from the member.
- (5) 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, and
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year, and
  - (c) to receive and consider the financial statement which is required to be submitted to members under section 26 (6) of the Act, and
  - (d) to elect office-bearers of the association and ordinary members of the committee.
- (6) No business other than that specified in the notice convening an annual general meeting is to be transacted at the meeting.

### **30. Special general meetings—calling of and business at**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the special general 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.

(4) If the committee fails to convene a special general meeting to be held within one 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 special general meeting to be held not later than 3 months after that date.

(4) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as annual general meetings are convened by the committee and any member who consequently incurs verifiable expense in convening the special general meeting is entitled to be reimbursed by the association for any expense so incurred.

### **31. Procedure**

(1) No item of business is to be transacted at an annual or special general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Fifteen (15) financial members of the total membership of the association present in person (being members entitled under these rules to vote at an annual or special general meeting) constitute a quorum for the transaction of the business of an annual or special general meeting.

(3) If within half an hour after the appointed time for the commencement of an annual or special general meeting a quorum is not present, the meeting:

- (a) if a special general meeting convened on the requisition of members, it is to be dissolved, or
- (b) if it is an annual general meeting or a special general meeting convened by the committee it is to stand adjourned to the same day in the following week at the same time and at the same place, or
- (c) if another place is specified at the time of the adjournment by the person presiding at the meeting or is communicated by written notice given to members before the day to which the meeting is adjourned then the meeting shall be held at that other place.

(4) If at the adjourned annual general meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 5 per cent of all financial members) is to constitute a quorum.

### **32. Presiding member**

(1) The president or, in the president's absence, one of the vice presidents, is to preside as chairperson at each annual or special general meeting and each committee or sub-committee meeting of the association.

(2) If the president and the vice presidents are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the annual or special general meeting.

### **33. Adjournment**

(1) The chairperson of an annual or special general meeting at which a quorum is present may, with the consent of the majority, determined by a show of hands of financial members present at the meeting, adjourn the meeting from time to time and place to 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.

(2) If an annual or special general meeting is adjourned for 14 days or more, the secretary must give written 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.

(3) Except as provided in clauses (1) and (2), notice of an adjournment of an annual or special general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **34. Making of decisions**

(1) If a question arising at an annual or special general meeting of the association is to be decided then it

shall be decided

- (a) on a show of hands or
  - (b) if before, or on, the declaration of the show of hands a secret ballot is demanded then by a secret ballot. The results of the secret ballot and the number of votes cast in favour or against the question shall be announced at the general meeting.
- (2) Before a question is voted on by a show of hands at an annual or special general meeting, the meeting shall appoint four scrutineers from their numbers, two to count the "Yes" votes and two to count the "No" votes. The number of votes cast for both "Yes" and "No" together with the number of abstentions shall be announced at the general meeting and shall be recorded in the minutes of the meeting.
  - (3) At an annual or special general meeting of the association, a secret ballot may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
  - (4) If a secret ballot is demanded at an annual or special general meeting, the secret ballot must be taken:
    - (a) immediately in the case of a secret ballot which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
    - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the secret ballot on the matter shall be announced at the annual or special general meeting and shall taken to be the resolution of the meeting on that matter.
  - (5) The numerical results of a secret ballot, including the number of abstentions shall be announced at the general meeting and shall be recorded in the minutes of the meeting.

### **35. Special resolution**

- (1) A special resolution of the association is a resolution which must be put as a special motion at an annual or special general meeting of the association.
- (2) The notice convening the annual or special general meeting shall be a written notice given to members at least 28 days before the date of the meeting.
- (3) The notice convening the annual or special general meeting shall state the wording of the special motion in the same form as the motion is to be proposed at the meeting and the notice must state that the motion is to be a special motion that must be passed as a special resolution in accordance with clause (4).
- (4) A special resolution can only be said to be passed if it is passed by a majority of at least three quarters of the financial members present, or by proxy, voting by secret ballot at an annual or special general meeting.
- (5) Where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in clauses (1) to (4), if the resolution shall be passed in a manner specified by the Director-General.

### **36. Voting**

- (1) On any question arising at an annual or special general meeting of the association a financial member has one vote only.
- (2) All votes must be given personally or by proxy but no financial member may hold more than 5 proxies except where the secretary has been nominated as the proxy.
- (3) In the case of an equality of votes on a question at an annual or special general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy who has not paid all money due and payable by the member or proxy to the association in respect of the then current year before the starting time of an annual or special general meeting shall not be regarded as a financial member.
- (5) Persons who are not financial members shall not be entitled to vote at any annual or special general meeting of the association.

### **37. Postal Ballots**

- (1) Resolutions of Mudgee District U3A may be made by postal ballot.



- (2) A postal ballot may be arranged by the Secretary acting as Returning Officer.
- (3) The postal ballot paper shall show the text of the resolution to be voted on and shall contain spaces for the member's name and signature.
- (4) A notice accompanying the postal ballot shall set out the closing date for the return of the completed ballot papers.
- (5) The notice may set out any arguments for or against the proposal and any relevant background information.
- (6) Members may vote by completing the ballot paper and returning it 24 hours before the time set for the commencement of the meeting. Papers shall be counted and the result ascertained as though the vote was as by poll taken at a duly convened AGM or General Meeting.
- (7) The result of the vote and the numbers each way shall be recorded in the Meeting Minute Book and announced to members within 7 days of the closing of the poll.
- (8) The Minute shall be signed by the Returning Officers

### **38. Appointment of proxies**

Each financial member is to be entitled to appoint another financial member as proxy by notice given to the secretary no later than 24 hours before the time set for the commencement of the meeting in respect of which the proxy is appointed.

## **Part 5 - Miscellaneous**

### **39. Insurance**

The association shall effect and maintain insurance for public liability.

### **40. Funds—source**

The funds of the association are to be derived from annual subscriptions of members, donations and grants and, subject to any resolution passed by the association in general meeting and such other sources as the committee determines.

### **41. Funds—management**

- (1) The accounting year is from 1<sup>st</sup> day of August to 31<sup>st</sup> day of July.
- (2) All money received by the association must be recorded in a cash book and shall be deposited as soon as practicable and without deduction to the credit of the association's operating bank account held at a bank in Mudgee.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) The association may open a separate reserve account at a bank in Mudgee in which to deposit funds for special purposes separate from normal operating funds. All grant moneys received by the association shall be lodged in the reserve account as soon as practicable. Normal operating expenses shall not be paid out of the reserve fund account.
- (5) All payments on behalf of the association, except for petty cash purchases, shall be made by cheque drawn on the association's operating account. Cheques shall be signed by any two of the president, secretary and treasurer for the time being except that no person to whom the cheque is made out shall be a signatory to the cheque.
- (6) Petty Cash up to the amount of \$250 will be held by the Treasurer for the purchase of stationery, postage and other items up to the amount of \$50. Receipts and payments will be accounted for in a Petty Cash Book. Expenditure over this amount to be approved by the committee before the money is spent.

- (7) No person may incur expenses on behalf of the association without the prior consent of the committee. All proposals for expenditure of funds by the association shall be submitted to the committee for approval before any expenditure is incurred.
- (8) No person shall solicit from any course participants, contributions of gifts, or contributions of cash for the purchase of a gift or gifts, for a presenter of a course.
- (9) Gifts to Presenters by groups are discouraged so as to avoid embarrassment to both individual members and Presenters alike.
- (10) If the course participants decide amongst themselves to contribute cash to purchase a gift for a presenter then they shall:
  - (a) appoint one of their number to act as the collector of contributions, and
  - (b) the collector shall record all contributions in the manner required by the Treasurer, and
  - (c) all such collections taken up shall be subject to audit by the Treasurer before and after the gift is purchased, and
  - (d) class members will be advised of the gift purchased, and
  - (e) class members will be advised of the cost of the gift and any unspent balance, and
  - (f) any unspent balance will be handed to the treasurer to be added to the fund which pays for the Presenters' Annual New Year Lunch.
- (11) Members participating in a course may voluntarily give a personal gift, purchased at the member's own expense, to the presenter of that course in appreciation of the presenter's contribution to the course.
- (12) Gifts to presenters or cash contributions to such items are not obligatory.

#### **42. Alteration of objects and rules**

- (1) The statement of objects and these rules may be altered, rescinded or added to only by the passing of a special resolution of the association at an annual general meeting or special general meeting.
- (2) Proposed amendments must be notified to all members in writing 28 days prior to the A.G.M. and must be distributed with the notice of the A.G.M.
- (3) The written notice of changes to the objects and rules shall state that the resolution of the association referred to in (1) above is to be a special resolution to be passed in accordance with rule 35.

#### **43. Custody of books**

Except as otherwise provided by these rules, 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.

#### **44. Inspection of books**

- (1) The records, books and other documents of the association must be open to inspection by a member of the association, free of charge, at any reasonable hour upon the member giving at least 48 hours notice to the secretary.
- (2) Information which is required to be protected under Privacy Acts shall not be available for inspection.

#### **45. Service of notices**

- (1) For the purpose of these rules, 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, email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of these rules, 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, and

- (c) in the case of a notice sent by facsimile transmission, email or some other form of electronic 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.

#### **46. Dissolution**

- (1) The association may be dissolved by resolution at an A.G.M. or at a special general meeting duly convened and advertised for the purpose.
- (2) Unless otherwise determined at an A.G.M. or by the special general meeting referred to in clause (1), in the event of the dissolution of the association any property it owns and its surplus of funds, if any, will be donated to a local charity, to be determined under the conditions of clause (1).

Back page