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1. INTRODUCTION

1.1 The Revised Constitution

U3A Dubbo Chapter Inc was originally incorporated in 1991, under the provisions of the *Associations Incorporation Act (NSW) 1984*. In 2006 a new Constitution was adopted. U3A Dubbo Chapter Inc members have resolved by special resolution to adopt this revised Constitution in lieu of the 2006 Constitution.

1.2 Date of commencement of revised Constitution

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

1.3 Transitional Provisions

Notwithstanding the adoption of this revised Constitution, decisions made by U3A Dubbo Chapter Inc. or its Committee under the previous Constitution, including the election of the Committee at the Annual General Meeting immediately preceding the registration of the revised Constitution, and the membership granted in accordance with the previous Constitution, continue to be in full force and effect.

1.4 Interpretation

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

U3A Dubbo Chapter Inc. is an autonomous incorporated association which has adopted the Principles of the U3A Network NSW Inc.

“The Committee” means the Committee of Management of U3A Dubbo Chapter Inc. established under Part 5 of this Constitution.

“Special General meeting” means any general meeting other than the Annual General Meeting.

“The association” means U3A Dubbo Chapter Inc.

2. AIMS and OBJECTIVES

The aims and objectives of the Association are :

1. To provide affordable learning opportunities for older people, using the skills and abilities of the members themselves or using those of appropriate members of the community.
2. To engage with other not-for-profit organizations in a non competitive way;
3. To establish and maintain links with educational and Seniors' organizations;
4. To promote the U3A movement by publicising it through the various media;
5. To do all such things as may be conducive to the attainment of these objectives.

3. MEMBERSHIP

3.1 Qualification for membership

1. Membership of U3A Dubbo Chapter Inc. shall be open to any older person who has made application for membership on the form prescribed by the Committee and paid the current annual subscription.
2. An applicant's place of residence shall have no bearing in consideration of any application for membership.
3. If an application is refused, the applicant may appeal to the Committee for reconsideration of the application. In doing so, the applicant may introduce new material to indicate that he or she meets the criteria for membership.
4. Life membership may be granted to any member of the Association upon nomination to the Committee and subsequent approval by the following Annual General Meeting. No annual membership fee shall be payable by any life member.

3.2 Membership rights and liabilities

1. A financial member of the Association is entitled to all the rights, privileges and advantages of membership.
2. The liability of a member of the Association to contribute to the payment of the debts or liabilities of the Association, or the expenses of winding up the Association, is limited to the amount, if any, of any unpaid membership fees payable during membership of the Association.

3.3 Cessation of Membership

1. A person ceases to be a member of the Association if that person:
 - a. Dies
 - b. Resigns that membership; or
 - c. Is unfinancial for more than 2 months; or
 - d. Is expelled from membership

2. A person may resign from membership upon giving notice in writing to the Secretary, but shall not be entitled to any refund of membership fees or any other contributions paid for that financial year.

3.4 Membership Entitlements not Transferable

A right, privilege or obligation which a person has by reason of being a member of the Association is not capable of being transferred to another person and terminates upon cessation of the person's membership.

3.5 Register of Members

1. The Registrar of the association shall establish and maintain and keep in his or her custody a register of members of the association specifying the name, address, telephone number and email address of each person who is a member of the association together with the dates on which the person became a member and ceased to be a member.
2. The registrar will provide a copy of the membership register (in electronic or paper form) to the Secretary.

3.6 Discipline Procedures

1. Where the Committee is of the opinion that an individual member has persistently or willfully behaved in a manner prejudicial to the interests of the Association, the Committee may by resolution require the individual to show cause why they should not be disciplined by the Committee for that behavior.
2. Where the Committee passes such a resolution, the Secretary will:
 - a. advise the member of the terms of the resolution and the grounds upon which it is based; and
 - b. give not less than 14 days notice to the member inviting the member to be represented at and to address the Committee and/or make a written submission to the Committee, in response to the resolution; and
 - c. advise that the member may present other written submissions from other members in support; and
 - d. give notice of the time, date and place of that meeting .
3. At the meeting, the Committee will
 - a. give due consideration to those representations and submissions made by or on behalf of the member; and
 - b. by resolution determine whether to:
 - reprimand the member; or
 - suspend the member from the privileges of membership for a specified period not exceeding 6 months; or
 - expel the member from membership; or
 - take no further action.

4. Within 7 days of the meeting, the Secretary will notify the member in writing of the Committee's resolution, and the member's right of appeal to a special general meeting of the Association.
5. The member may give notice of appeal against the Committee's resolution, in writing, within 14 days of receiving the notice of the resolution by serving a notice on the Secretary
6. The Committee's decision made under 3 above does not take effect until the expiration of the time for exercising the right of appeal has expired, or if notice of appeal has been given, unless and until the appeal is determined.
7. On receiving notice of appeal, the Secretary will convene a special general meeting of the Association to be held within 28 days after the date upon which the Secretary received the notice of appeal.
8. At the special general meeting convened to hear the appeal:
 - a. no other business other than the question shall be dealt with; and
 - b. the Committee and the member shall be given the opportunity to put their respective cases; and
 - c. after those cases have been presented, the financial members attending may vote:
 - in support of the committee's resolution; or
 - in support of a lesser penalty, if proposed; or
 - to revoke the committee's resolution.

4. MANAGEMENT OF THE ASSOCIATION

4.1 Committee of Management

The Committee shall comprise persons who are individual members of the Association, and who are elected by the membership, to manage the affairs of the Association. In doing so the Committee may exercise all the functions of the Association except those that must be exercised by a general meeting of the Association. The Committee may not rescind a resolution of a general meeting.

4.2 Membership of the Committee

1. The Committee shall comprise the following persons:
 - a. The President
 - b. The Vice President
 - c. The Secretary
 - d. The Treasurer
 - e. The Public Relations Officer
 - f. The Class Coordinator
 - g. The Assistant Class Coordinator
 - h. The Public Officer (see Annexure 1)
 - i. The Registrar
 - j. A number of ordinary committee members to bring the committee total to 16.

2. Committee members elected are eligible to stand for election and be elected as an office-bearer concurrently.
3. The Committee shall appoint one of its members as Public Officer (as defined in the *Associations Incorporation Act*) who is responsible for compliance by the Association of its legal obligations. The Public Officer is, by virtue of that office, an authorized signatory of the Association.

4.3 Election of the Committee

1. An individual financial member of the association is eligible to nominate as a candidate for any Committee position.
2. Nominations for all positions shall be in writing, signed by the candidate and two individual financial members.
3. All written nominations shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
4. All members of the Committee shall be elected for one year terms, commencing after the conclusion of the Annual General Meeting at which the ballot is declared, and ending at the conclusion of the next Annual General Meeting.
5. The President and the Vice President may be re-elected to those positions for not more than 3 consecutive one-year terms, but may re-nominate for those positions after a gap of one year, and may nominate for any other position at any election. All other Committee members may stand for re-election at any time.
6. 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.
7. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
8. If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
9. Where no nomination for a position on the Executive has been received that position may be accepted by an elected Executive Committee member provided that no conflict of interest occurs as a result.
10. If the number of nominations received exceeds the number of vacancies to be filled, the committee may either request the AGM to approve an increase in the committee size or a ballot shall be held in such usual and proper manner as has been determined by the Committee.

4.4 Casual Vacancies on Committee

1. A Committee position will become vacant if:
 - a. The position is not filled at the Annual General Meeting; or

- b. If the Committee member:
- Resigns; or
 - Ceases to be a financial member of the Association; or
 - Is absent without good reason from 3 consecutive meetings of the Committee; or
 - Fails to disclose a direct or indirect interest in a matter being considered by the Committee and fails to abstain from any discussion or decision about that matter; or
 - Dishonestly uses information or his or her position with the intention of gaining advantage for his or herself or any other person or to the detriment of the Association; or
 - Becomes incapable of carrying out his or her duties by reason of ill-health; or
 - Becomes insolvent under administration under the Bankruptcy Act.
2. If the Committee proposes to declare the position of a sitting Committee member vacant for any reason, the Secretary must give the member not less than 14 working days' clear notice of its intention to do so, and invite the Committee member to make any submissions on the matter, before making such a declaration. The Committee member may also invoke the provisions of Clause 3.6 of the Constitution in response.
3. If there are insufficient nominations received for Committee positions, or a vacancy is caused by the resignation or removal of a member of the Committee, the Committee may co-opt additional members to the Committee to fill the vacancy so as to meet the needs of the Committee's operations, provided that the total membership of the committee does not exceed 14 members.
4. Appointment to a casual vacancy does not count towards the terms of President or Vice President as referred to in 4.3.5.

4.5 Committee Register

The Secretary shall maintain a register of members of the Committee showing name, address, and date of commencement and cessation of membership of the Committee.

4.6 Committee meetings

5. The Committee shall meet at least six times between Annual General Meetings. Additional meetings may be convened by the President, or in his or her absence, by the Vice President, or by two other members of the Committee.
6. At least 48 hours notice shall be given of the meeting, and notice shall specify the date, time and place of the meeting, and the general nature of the business of the meeting.
7. No business shall be transacted by the Committee, unless a quorum of five members is present. If within half an hour no quorum is present, the meeting shall be cancelled subject to the provisions of 4.6.1 being met.
8. The President, or in his or her absence the Vice President or such other member as the Committee shall choose, shall preside over Committee meetings.

9. The Committee may develop Standing Orders for the conduct of its meetings which will ensure adequate opportunity for all members to participate and be heard, and to facilitate orderly discussion, and voting procedures.
10. Committee decisions may be made by consensus or by a simple majority vote.
11. Financial members may attend committee meetings to raise issues, participate in discussion or observe but they may not vote.

4.7 Delegations

4.7.1 The Executive Committee

1. The President, Vice President, Secretary, Treasurer, Public Relations Officer and Class Coordinator shall comprise the Executive Committee, which may meet physically and/or electronically during intervals between Committee meetings to make decisions on matters of urgency connected with the management of the affairs of the Association, and if it does so, shall report on that action to the next meeting of the Committee.
2. The Executive may exercise the powers of the Committee, other than the following:
 - a. To commit the Association to any expense exceeding \$500 or such other amount as a General Meeting may resolve;
 - b. To rescind a resolution passed by the Committee or by a General Meeting;
 - c. To exercise a function only exercisable by the Committee under the law.
3. Three members of the Executive Committee constitute a quorum of that committee.

4.7.2. Sub-Committees and Working Parties

1. The Committee may appoint sub-committees and working parties to assist the Committee, either as
 - a. On-going sub-committees with specific terms of reference and delegations to monitor and manage matters; or
 - b. As *ad-hoc* working parties to investigate and/or manage specific issues and report and make recommendations to the Committee.
2. Each such sub-committee or working party shall be convened and chaired by a member of the Committee, and may include persons who are individual financial members of the Association, but are not members of the Committee.
3. Where a sub-committee or working party makes suggestions in accordance with Committee policy, it shall submit its recommendations to the Committee. In other cases, where a suggestion is not in accord with established policy, or if there is no policy, it shall be referred to the Committee for deliberation.

4. The Committee may appoint individuals who are financial members of the association, to carry out specified service functions on behalf of the association. Such individual members will be accountable to the Committee and may present their reports and recommendations in person or through a designated member of the Committee
5. The Committee may at any time and without giving reasons revoke the appointment of any sub-committee or working party appointed under this part.

4.7.3 Voting

1. If not decided by consensus, decisions arising at a meeting of the Committee or of any sub-committee or working party appointed by the Committee shall be determined by a majority vote of those present at the meeting.
2. Each member present at the meeting (including the person presiding over the meeting) is entitled to vote but, in the event of an equality on any question, the person presiding may exercise a second or casting vote.

5. GENERAL MEETINGS

5.1 Annual General Meeting

1. The Association shall at least once in each calendar year and within the period of six months after the expiration of each financial year of the association, convene an annual general meeting of its members.
2. The annual general meeting shall be held in February of each year being at such time, day and place as may be determined by the committee.
3. The Secretary shall give not less than 21 days notice in writing to all members of the association of the Annual General Meeting, and of the date, place and time at which it will be held, and of the business to be transacted at the meeting. The notice may be given by inclusion in the Association newsletter.
4. In addition to any other business which may be transacted at an annual general meeting, the business shall be:
 - a. To confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting
 - b. To receive a report from the President and such other relevant Committee members on the activities of the Association during the preceding financial year.
 - c. To receive and consider the statement by the Treasurer which is required to be submitted to members pursuant to the *Associations Incorporation Act* (being a statement of the financial affairs of the Association);
 - d. To carry out and declare the results of the election of the Committee; and
 - e. Such other general business of which at least 21 days notice has been given, including special resolutions.

5.2 Special General Meetings

1. The Committee may call a special general meeting of the Association upon giving not less than 14 days notice of the purpose of the meeting
2. A special general meeting may be called if at least five per cent of the members request it in writing to the Secretary. The request must specify the purpose of the meeting.
3. Within 14 days of receiving the request, the Secretary will give not less than 14 days (or if the request includes a special resolution, then not less than 21 days) notice in writing of the special general meeting, and of the date and place and time at which it will be held, and of the business to be transacted at the meeting.
4. No business other than that specified in the notice convening a special general meeting shall be transacted at the meeting.

5.3 Meeting procedures

1. The President or, in the President's absence, the Vice President shall preside as chairperson at each general meeting of the Association.
2. If the President and Vice President are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.
3. No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote under these rules is present during the time the meeting is considering that item.
4. Twenty five members or members constituting one quarter of the number of members (whichever is the lesser) present in person constitute a quorum for the conduct of business.
5. If within half an hour of the appointed commencement time of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following month at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
6. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than ten) shall constitute a quorum.
7. In the case of an equality of votes at a general meeting, the chairperson is entitled to exercise a casting vote.
8. All votes will be cast personally, and proxy voting will not be permitted.

9. A question arising at a general meeting shall be determined on a show of hands, unless before or on the declaration of the show of hands a poll is demanded. A declaration by the chairperson that a resolution has been decided and an entry to that effect has been placed in the minute book of the Association, is evidence of the fact without proof of the number or proportion of votes recorded for or against that resolution.

6. FINANCIAL MANAGEMENT

6.1 Financial year

The financial year shall be from December 1 to November 30.

6.2 Fees and subscriptions

1. The funds of the association shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
2. Fees shall be due and payable on 1st day of January each year, or on the date of approval of membership.
3. If the annual membership fee is unpaid two months after the due date, that member becomes unfinancial until payment is made.
4. Where a new or existing member pays the annual membership fee during Term 4, that member shall be deemed to be a financial member for the whole of the following year.

6.3 Management of funds

1. The funds of the association shall be used in pursuance of the objectives of the association in such manner as the Committee determines.
2. The Committee shall establish a bank account in the name of U3A Dubbo Chapter Inc. and may deposit surplus funds in bank securities. "Bank" includes a licensed Credit Union or Building Society. All cheques and other negotiable instruments shall be signed by any two members of the Executive Committee.
3. All moneys received by the Association shall, as soon as practicable, be paid into the association's bank account.
4. It is the duty of the Treasurer to ensure that:
 - a. All money due to the association is collected, received and banked; and
 - b. All payments authorized by the Committee are made; and
 - c. Books and accounts are kept in his or her custody that correctly record and explain the financial transactions and position of the association.
5. The annual financial statements presented to the Annual General Meeting shall be accompanied by a statement by the Treasurer that they give a true and fair view of the Association's financial affairs, supported by a statement from a financial member of the association or a non member appointed by the committee.

6. No member of the Committee shall be paid a salary, and no remuneration or benefit in money or kind shall be made to any Committee member or other individual member providing services to the Committee or Association except in reimbursement of reasonable expenses incurred in carrying out the work of the association and approved by the Committee.
7. The Association may effect and maintain insurance and licenses on behalf of its members, the executive and committee members relevant to the conduct of their educational and administrative functions, and in respect of the property owned by the Association.
8. On and after the commencement of the Associations Incorporation Act 2009, the Association may execute documents without using a common seal if the document is signed by two of its authorized signatories.

6.4 Winding up or cancellation of Incorporation

On the winding up or cancellation of the registration of the Association, the net assets of the Association (after payment of any debts and expenses including any associated with the winding up) will be distributed in accordance with the following special resolution passed by the Association at the time of adopting this constitution:

1. As to any asset or any unexpended part of a grant that has been provided by a government or public authority – to be returned to that authority;
2. As to any other assets or funds, to be distributed to such other not-for-profit organization or organizations with similar interests as the committee or any administrator may determine.
3. Or failing any such organizations, then to such other U3As as may be deemed appropriate, whose constitution, at the time of distribution, prohibits the distribution of property to its individual members.

7. RECORDS

1. It is the duty of the Secretary:
 - a. To keep minutes of General meetings and Committee meetings, including a record of attendances and other appointments and authorizations, as required.
 - b. To maintain a register of the Committee members.
 - c. To maintain a record of disclosures of interests.
2. The minutes of a meeting, subject to confirmation at the next meeting, shall be signed by the chairperson of that subsequent meeting.
3. The Secretary shall keep in his or her custody and control all records, books and other documents relating to the Association, except those expressly required to be kept by the Treasurer or Registrar.

4. Within 14 days of vacating office, a Committee member must ensure that all documents in his or her possession, which belong to the Association, are delivered to the Public Officer of the Association.

8. MISCELLANEOUS

8.1 Alteration to Constitution

The objectives and rules of the Association may be amended or rescinded only by Special Resolution of the Association.

8.2 Inspection of Books etc

1. The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - a. records, books and other financial documents of the association,
 - b. this constitution,
 - c. minutes of all committee meetings and general meetings of the association.
2. A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

Public officer

Incorporated associations

What is a public officer?

A public officer is the official point of contact for an incorporated association and one of the authorised signatories.

Who can be a public officer?

A committee member, an ordinary member or a person outside the association may hold the position of public officer. They must be over 18 years of age and reside in New South Wales. An association's incorporation may be cancelled if the public officer does not comply with these requirements.

How is the public officer appointed and removed?

The person nominated as the public officer on the application for incorporation of an association will become the association's first public officer. The committee will appoint the public officer when a vacancy occurs. A public officer will vacate the position if he or she:

- dies
- resigns in writing to the committee
- is removed from office by the passing of a resolution at a general meeting
- becomes bankrupt
- becomes a mentally incapacitated person
- ceases to be a resident of New South Wales, or
- meets any circumstances as provided for in the constitution.

Once the position becomes vacant, the committee must fill the position within 28 days.

The new public officer must notify NSW Fair Trading within 28 days of the new appointment. Notification must be in the approved form (Notice of appointment of public officer and notice of change of association address Form A9).

What are the responsibilities of the public officer?

The public officer is responsible for:

- notifying NSW Fair Trading of any change in the association's official address within 28 days
- collecting all association documents from former committee members and delivering the documents to the new committee member
- returning all association documents to a committee member within 14 days, upon vacating office
- lodging an annual summary of financial affairs, with the prescribed fee, within 1 month of the association's annual general meeting
- acting as the official contact for the association, including taking delivery of documents served on the association and bringing them to the attention of the committee as soon as possible,
- custody of any documents as required by the constitution
- notifying NSW Fair Trading within 28 days of any change to the association's official address.

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