

Final Constitution December 2018

ASSOCIATION RULES 2018

Incorporated under the *Associations Incorporation Reform Act 2012* (Vic) (**the Act**)

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|------------------------------|--|
| The Association | 1. The name of the Association is: University of the Third Age Port Phillip Inc. (the Association) |
| Vision statement | The Association is the major local provider of a diverse range of high quality and affordable learning programs, focussing on mentally and physically stimulating subjects for retired and semi-retired members of the community. |
| Statement of purposes | <p>The Association advances this Vision by:</p> <ul style="list-style-type: none">• Promoting lifelong learning among retired and semi-retired people in the community and encouraging members to share their own skills and knowledge• Providing affordable learning programs to stimulate mental and physical activity and alertness• Providing a pleasant learning and social environment for members• Seeking to cooperate with other community groups• Being recognized as a responsible body• Actively participating within the broader community <p>2. The Association has power to do all things that help it to achieve these Purposes.</p> <p>3. The Association and its Committee may only exercise their powers and use the income and assets of the Association for the Purposes of the Association.</p> |
| Financial year | 4. The financial year of the Association starts on 1 st November of each year. |
| Members | <p>5. There shall be three classes of affiliation as follows:</p> <p style="margin-left: 40px;">Members as defined in Rule 5a
Honorary Members as defined in Rule 5b
Honorary Life Members as defined in Rule 5c</p> <p>a. Members</p> <p style="margin-left: 40px;">A person becomes a Member upon compliance with the conditions referred to in Rule 8. A Member shall enjoy all the rights and privileges and shall comply with all the obligations defined in these Rules as applicable to Members.</p> <p>b. Honorary Members</p> <p style="margin-left: 40px;">A person who renders voluntary services to the Association, whether as a tutor or other volunteer, but who chooses not to join as a Member shall <i>ipso facto</i> be an Honorary Member during any period(s) during which that person is providing those services. Honorary Members shall comply with any requirements imposed on them under these Rules and shall not act contrary to the interests of the Association, but shall not be entitled to vote at any meeting or be entitled by right to enjoy any other privileges conferred under these Rules.</p> |

c. Honorary Life Members

A Member whose volunteer contribution to the Association, other than any financial contribution, has been both exceptional and sustained over not less than ten years, whether that contribution is by way of tutoring, administration or management, may, on the recommendation of the Committee, be awarded Honorary Life Membership by a majority resolution at a general meeting. Any such Honorary Life Member shall enjoy all the rights and privileges of a Member and shall comply with all the obligations defined in these Rules as applicable to Members, save only that the Member shall not be obliged to contribute financially to the Association during any period that person continuously remains a Member of the Association. This privilege shall be forfeited in the event that the Member fails to comply with the other obligations of membership or, in the opinion of the Committee, wilfully acts contrary to the interests of the Association.

6. Membership fees are payable in amounts as determined by the Committee from time to time subject to approval by Members at a general meeting.
7. A retired or semi-retired person can apply to join the Association as set out in Rule 8.
8. A person becomes a Member by applying either on-line, in person or by mail in accordance with the procedures set out on the Association's website, and by paying the annual membership fee.
9. Members can cease being a Member of the Association at any time by writing to the Secretary. The Association will not refund any membership fees already paid.
10. Members must renew their membership each year by payment of the annual membership fee during each Financial Year. Until payment is received, a Member is deemed unfinancial. Unfinancial Members cannot exercise Members' rights such as voting at the Annual General Meeting (AGM), or enrolling in classes.
11. Members have rights and liabilities as set out in the *Associations Incorporation Reform Act 2012* (Vic) (the Act), and in these Rules, insofar as these Rules are not inconsistent with the Act or contrary to law.
12. Each Member's liability is limited to their annual membership fee.
13. A Member may, subject to Rules 14 to 16, inspect the Rules of the Association, general meeting minutes, relevant documents (as defined in the Act) and the Members' register at a reasonable time.
14. A Member can write to the Secretary asking for copies of these documents (with the exception of the Members' register). The Secretary can charge a reasonable fee for providing copies.
15. The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a privacy or any other law or may cause damage or harm to the Association.
16. Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.

**Members'
access to
documents**

The
Committee

17. Members can write to the Secretary to ask that the Secretary restrict access to their details on the Members' register if they have special circumstances. The Secretary will decide if there are special circumstances and will write to the Member outlining their decision.
18. The Association is governed by a management committee (the Committee) that is made up of committee members (Committee Members).
19. The Committee can exercise all powers and functions of the Association (consistently with these Rules and the Act), except for powers and functions that the Members are required to exercise at a general meeting (under these Rules or the Act).
20. The Committee can delegate any of its powers and functions to a Committee Member, a sub-committee, a staff member or a Member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the Committee in writing.
21. Committee Members are elected by Members of the Association at the AGM by ballot.
22. The Committee is made up of the following roles:
 - a. The President
 - b. The Deputy President
 - c. The Treasurer
 - d. The Secretary
(These are the **Officers**)
 - e. Up to 6 Ordinary Committee Members
23. At the first Committee meeting after each AGM, the Committee will elect Committee Members to each Office and will decide the responsibilities of each Office.
24. The Secretary must be over 18 years of age and live in Australia.
25. If the Secretary stops living in Australia, they cannot remain the Secretary.
26. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.
27.
 - a. Members who have been elected to the Committee of Management at three (3) consecutive AGMs may not nominate at the next AGM.
 - b. Retiring COM members are eligible to nominate or be appointed again after one year has elapsed.
28. A Member can nominate to be on the Committee by completing a Nomination Form that must be endorsed by another financial Member. The supported nomination must be given to the Secretary or sent to the Secretary to arrive at least 1 (one) day before the AGM.
29. If the number of Members nominated to be Committee Members is equal to the number of Committee Members, the AGM Chair may declare the positions filled without holding a ballot.
30. If the number of applicants for the Committee is less than the number of positions, other Members of the Association can nominate themselves at the AGM.

31. A Committee Member stops being on the Committee if they:
 - a. resign, by writing to the Committee or the Secretary
 - b. are removed by a special resolution of Members of the Association
 - c. become insolvent (as the term is used in the Corporations Act 2001)
 - d. become a represented person (under the Guardianship and Administration Act 1986), or
 - e. die.
32. The Committee may appoint an eligible member of the Association to fill a position on the Committee that;
 - a. has become vacant under rule 31, or
 - b. was not filled by election at the last annual general meeting.
 - c. Rule 27.a. applies to any committee member appointed by the Committee under this rule.
33. Among its other responsibilities, the Committee is responsible for making sure that:
 - a. accurate minutes of general meetings and Committee meetings of the Association are made and kept, and
 - b. all records, securities and relevant documents of the Association are kept properly.

**Obligations of
Committee
Members**

34. Committee Members are elected to represent the interests of all Members equally and to promote the best interests of the whole Association. In exercising their roles, they must, at all times:
 - Act in good faith, impartially in the interests of all Members equally,
 - Exercise a duty of care and due diligence in the interests of all Members,
 - Pursue the Purposes of the Association without regard to personal status or gain,
 - Manage the affairs of the Association to ensure that it does not trade while insolvent, and
 - Disclose to the Committee any pecuniary interests that may impact on the activities of the Association.
 - Disclose to the Committee any conflict of interest that relates to an issue to be resolved by the Committee, and he/she shall absent themselves from the discussion of the issue.

**Committee
meetings**

35. The Secretary must give 7 days' notice of a Committee Meeting to Committee Members unless the meeting is an urgent meeting.
36. The Committee can decide how often it meets.
37. Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
38. The Chair of Committee Meetings is the President, or if the President cannot attend, the Deputy President, and if the President and Deputy President cannot attend, the Committee Members can choose who will be Chair for that meeting.
39. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.

General meetings

40. Half the Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).
41. The Association must hold an AGM within five months of the end of the Association's financial year.
42. The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Committee Members. The notice of AGM must include any special business or motions to be considered.
43. The Committee or a group of at least 10 financial Members may call a Special General Meeting.
44. At least 10 Members (a quorum) must be present at a general meeting (either in person or through the use of technology, or by proxy) for the meeting to be held.
45. Members may vote by proxy at general meetings.
46. Proxy forms must be received by the Secretary no less than 1 day before a meeting.
47. Notice of general meetings must be provided to Members at least 21 days before the meeting to each Member's postal or email address listed on the Members register (in the case of email addresses, so long as the email address was provided for receiving notices).
48. Notices of general meetings must include proposed matters to be dealt with at that meeting.
49. The Chair of a general meeting will be the President, or if the President is not in attendance, the Deputy President, or if the President and Deputy President are not in attendance, the Members at the meeting can choose another Committee Member to be Chair.
50. Votes may be held by a show of hands or written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any Member may request a vote be held again by written ballot.
51. If a vote of the Members is tied, the Chair of the meeting has the deciding vote.
52. The Chair may adjourn the meeting if there are not enough Members at the meeting (see Rule 44) within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to Members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).

Grievance disputes

53. If there is a dispute between a Member and another Member, a Member and the Association, or a Member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.

54. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
- a. the party with a grievance must write to the Association and any other people affected, and explain what they are unhappy about
 - b. the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must give the people involved reasonable notice of the time and place of the hearing
 - c. at the hearing, each party must have an opportunity to be heard and agree to do their best to resolve the dispute, and
 - d. if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.
- Disciplining members**
55. The Committee can discipline a Member of the Association if it considers the Member has breached these Rules or if the Member's behaviour is causing (or has caused) damage or harm to the Association.
56. The Committee must write to the Member to tell them why disciplinary action is proposed to be taken.
57. The Committee must arrange a disciplinary procedure that meets these requirements:
- a. the outcome must be determined by an unbiased decision-maker
 - b. the Member must have opportunity to be heard, and
 - c. the disciplinary procedure must be completed as soon as reasonably practicable.
58. The outcome of a disciplinary procedure can be that the Member must leave the Association, for a period of time or indefinitely. The Association cannot fine a Member.
- Funds**
59. The Association must not distribute funds, income or assets to Members except as reasonable compensation for services provided or expenses incurred on behalf of the Association.
60. The Association may derive or generate funds from annual membership fees, donations, grants, fundraising, interests, and any other sources approved by the Committee that are consistent with furthering the Association's Purpose.
61. Cheques, EFT transfers or cash payments made from the Association's funds must be authorized by two office holders of the Committee.
62. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.
- Alteration of Rules**
63. These Rules may be changed, added to, or replaced by special resolution of the majority of the Association's Members present at a general meeting.
- Winding up**
64. The Members may vote by special resolution at a general meeting to wind up the Association.
65. If the Association is wound up, any surplus assets must not be distributed to the Members or former Members of the Associations, and (subject to the Act and any Court order) must be distributed to another organisation or organisations, so long as that other like organisation or organisations are not carried on for the profit or gain of its Members.

APPENDIX 1

**FORM OF APPOINTMENT OF PROXY
FOR MEETING OF ASSOCIATION
CONVENED UNDER RULE 45**

I,

.....

(Name)

of

.....

(Address)

being a Member of U3A Port Phillip

appoint

.....

(Name of proxy holder).

of

.....

(Address of proxy holder)

being a Member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under Rule 45 to be held on

.....

(Date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following Resolution:

.....

(Signed)

(Date)

APPENDIX 2

SCHEDULE OF FEES

Fee	Amount
Annual Membership fee	\$40