

U3A SOUTH AUSTRALIA INC. CONSTITUTION

INDEX

Section 1.	NAME _____	Page 2
Section 2.	INTERPRETATION _____	Page 2
Section 3.	OBJECTS OF THE ASSOCIATION _____	Page 3
Section 4.	POWERS OF THE ASSOCIATION _____	Page 3
Section 5.	MEMBERSHIP _____	Page 3
Section 6.	EXPULSIONS _____	Page 3
Section 7.	REGISTER OF MEMBERS _____	Page 4
Section 8.	MANAGEMENT _____	Page 5
Section 9.	MEETINGS _____	Page 6
Section 10.	ANNUAL GENERAL MEETING _____	Page 6
Section 11.	SPECIAL GENERAL MEETINGS _____	Page 7
Section 12.	MINUTES _____	Page 7
Section 13.	DUTIES OF OFFICE BEARERS _____	Page 8
Section 14.	ASSOCIATION & AFFILIATION _____	Page 9
Section 15.	BYLAWS _____	Page 9
Section 16.	ALTERATION OF RULES _____	Page 9
Section 17.	WINDING UP _____	Page 10

U3A SOUTH AUSTRALIA INC. CONSTITUTION

1. NAME:

The name of the incorporated association is U3A South Australia Incorporated, referred to herein as “the Association”.

2. INTERPRETATION:

In this constitution the following terms shall have the meanings next hereinafter respectively assigned to them if not inconsistent with the subject or context:

“The Act” means the Associations Incorporation Act 1985 as amended.

“The Regulations” mean the Regulations under the Act. “The Constitution” and “The Rules” or “The Rules of the Association” shall each mean and include the constitution and regulations and by-laws of the Association and any orders or regulations relevant to the activities of the Association which are issued by the Association, its Committee, or officers acting with the authority delegated to them by the Committee.

"The Association" means U3A South Australia Incorporated.

“Committee” means the delegates appointed by the Member Organisations.

“Executive Committee” means the office bearers, namely: President, Vice President, Secretary and Treasurer.

“In writing” includes written, printed and documents transmitted by postal or electronic means, or partly one and partly another.

“Member Organisations” shall mean individual U3As established in their own right as independent bodies that are financial members of U3A South Australia.

“Delegates” means natural persons appointed by Member Organisations as their voting representatives on the committee.

“Proxy” means a natural person nominated by a Delegate to represent them at a meeting and vote on their behalf.

“Special Resolution” means a special resolution of the Association as defined by the Act.

“Financial Year” is the period from 1st July to 30th June in any year unless changed by the Committee.

“Peak body” is an organisation whose membership consists of smaller organisations of allied interests.

3. OBJECTS OF THE ASSOCIATION:

- 3.1. To be the peak body for autonomous Member Organisations in South Australia and represent them at state, national and international level.
- 3.2. To promote the U3A movement in South Australia and foster new Member Organisations.
- 3.3. To encourage cooperation and information exchange between Member Organisations, and as far as is practicable with other U3As in Australia and internationally.
- 3.4. To act as advocate/negotiator for financial and/or other assistance from government, education bodies and private enterprises.
- 3.5. To receive and administer any funds it receives for the Association and its Member Organisations.
- 3.6. To liaise with other organisations to improve the status and position of Member Organisations in our community.
- 3.7. To establish and maintain links with educational and seniors' organisations.
- 3.8. To be at all times non-political and non-sectarian.

4. POWERS OF THE ASSOCIATION:

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

5. MEMBERSHIP:

- 5.1. Membership is available to all U3As in South Australia that support the objects of The University of the Third Age movement and who join the Association and pay the appropriate membership fees.
- 5.2. Each Member Organisation may nominate one of its members as its Delegate on the Committee and a proxy to attend if the delegate is unable to attend any meeting.
- 5.3. A Member Organisation may resign at any time by written notice addressed to the Secretary, but will remain liable for any outstanding fees.

6. EXPULSIONS:

- 6.1. If the Committee considers that a Member Organisation should be suspended or expelled from membership of the Association because their conduct is detrimental to the interests of the Association the Committee must communicate, in writing, to the Member Organisation:

- 6.1.1. Notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided, and
 - 6.1.2. Particulars of that conduct not less than thirty days before the date of the Committee meeting.
- 6.2. At the Committee meeting referred to in a notice communicated under sub-rule 6.1, the Committee may, having afforded the Member Organisation concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that Member Organisation from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that Member Organisation, communicate that decision in writing to that Member Organisation.
- 6.3. Subject to sub-rule 6.2, a Member Organisation has their membership suspended or ceases to be a member fourteen days after the day on which the decision to suspend or expel a Member Organisation is communicated to that Member Organisation under sub-rule 6.2.
- 6.4. A Member Organisation who is suspended or expelled under sub-rule 6.2 must, if the Member Organisation wishes to appeal against the suspension or expulsion, give notice to the Secretary of intention to do so within the period of fourteen days referred to in sub-section 6.3.
- 6.5. When notice is given under sub-rule 6.4:
 - 6.5.1. The Association, in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the Member Organisation, after having afforded the Member Organisation who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to the Association and
 - 6.5.2. The Member Organisation who gave that notice is not suspended or does not cease to be member unless and until the decision of the Committee to suspend or expel the Member Organisation is confirmed under this sub-rule.

7. REGISTER OF MEMBERS:

- 7.1. The Secretary, on behalf of the Association, must comply with the Act by keeping and maintaining:
 - 7.1.1. The name and address of each Member Organisation.
 - 7.1.2. The date on which each Member Organisation was admitted to the Association.
 - 7.1.3. If applicable, the date of and reason(s) for termination of membership.

8. MANAGEMENT:

- 8.1. The affairs of the Association shall be managed and controlled by the Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the of Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- 8.2. The Committee has the management and control of the funds and property of the Association.
- 8.3. The Committee shall have the authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- 8.4. Should a Delegate resign or otherwise become unable to fulfil their obligation, it is the duty of the Member Organisation to appoint a suitable replacement.
- 8.5. At the Annual General Meeting, Committee members shall elect the office bearers for a term of twelve months, namely: President, Vice President, Secretary and Treasurer and this group will form the Executive committee. One of the office bearers shall then become the Public Officer of the Association.
 - 8.5.1. Any member of good standing of any Member Organisation may be nominated by that Member Organisation to become an office bearer. Nominations should be received in writing by the Secretary of the Association fourteen days prior to the Annual General meeting and be signed by the nominee, President and Secretary of the nominating Member Organisation.
 - 8.5.2. No Member Organisation shall have more than two of its members elected as office bearers of the Association at any time, one of whom will be the authorised delegate.
 - 8.5.3. In the absence of nominations for any of the office bearers as described in 8.5, delegates may nominate and elect office bearers from the committee.
- 8.6. No office bearer shall hold office for more than three consecutive one-year terms in the same position unless a vacancy cannot be filled and, with approval from the Committee, the incumbent is invited to continue.
- 8.7. The Committee may appoint and disband sub-committees to assist in its business.
 - 8.7.1. At least one Executive Committee member will be appointed to any sub-committee composed of Committee or non-committee members.

8.7.2. All sub-committees will report to the management committee via the Executive Committee member appointed with any recommendations, possible courses of action felt desirable or other actions to be considered.

8.8. The duties of the Committee shall include: setting the membership fee, establishing an administrative budget in conference with the Treasurer, managing and distributing grants, establishing a seeding fund for new Members, developing an annual program to address the objects and any other matters deemed applicable by the Members.

9. MEETINGS:

9.1. The Committee should hold at least two meetings in each financial year.

9.1.1. At least fourteen days' notice of any general meeting shall be given to Member Organisations. The notice shall set where and when the meeting will be held.

9.1.2. A notice may be given to any Delegate in person, or by sending it by post or electronically to the address appearing in the register of members.

9.2. Decisions at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

9.3. A quorum for a meeting of the Committee shall be a simple majority.

9.4. A quorum for a meeting of the Executive Committee shall be a simple majority.

9.5. A member of the Committee having a direct or indirect pecuniary interest in a contract or a proposed contract with the Association must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract.

9.6. The Executive Committee is empowered to make decisions on urgent matters that arise between meetings of the Committee if in unanimous agreement.

10. ANNUAL GENERAL MEETINGS:

10.1. The Annual General Meeting shall be held within five months of the end of the Financial Year. Business should include:

10.1.1. Adoption of minutes from the previous Annual General Meeting.

10.1.2. Receiving the President's report.

- 10.1.3. Receiving the Secretary's report.
- 10.1.4. Receiving the Treasurer's report, audited financial reports and Auditors statement.
- 10.1.5. Establishment of fees for Members for the current financial year.
- 10.1.6. Receiving the names of Member representatives who will form the next Committee.
- 10.1.7. Election of office bearers.
- 10.1.8. Appointment of Auditor.
- 10.1.9. Consideration of any other business notified in writing to the Secretary at least one week before the commencement of the meeting.
- 10.2. Only authorised Delegates of Member Organisations or their proxy, and non-delegate members of the Executive committee shall be permitted to vote.
- 10.3. Any member of the Member Organisations may attend the Annual General Meeting however as an observer only.
- 10.4. If a casual vacancy occurs on the Executive Committee the Committee of Delegates may appoint another Delegate to fill the vacancy until the next Annual General Meeting.

11. SPECIAL GENERAL MEETING:

- 11.1. The Committee may call a special general meeting of the Association at any time.
- 11.2. Upon a requisition in writing of not less than 25% of the total number of Member Organisations of the Association, the Committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 11.3. Every requisition for a special general meeting shall be signed by the relevant Member Organisations and shall state the purpose for the meeting.
- 11.4. No business other than that stated in the requisition shall be permitted to be discussed.

12. MINUTES:

- 12.1. Proper minutes of all proceedings of Annual General Meetings of the Association and of meetings of the Committee shall be entered within one month after approval in the relevant meeting in minute books kept for the purpose.

- 12.2. The minutes kept pursuant to this rule must be confirmed by the Member Organisations of the Association at a subsequent meeting.
- 12.3. The minutes kept pursuant to this rule shall be signed by the President or chairperson of the meeting at which the proceedings took place or by the President or chairperson of the next succeeding meeting at which the minutes are confirmed.
- 12.4. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

13. DUTIES OF OFFICE BEARERS:

13.1. President

The President shall:

- 13.1.1. Chair all meetings. In the absence of the President, the Vice President shall chair any meeting.
- 13.1.2. Together with the Secretary prepare the agenda for all meetings.
- 13.1.3. Act as official spokesperson for the Association unless the Committee appoints an alternative spokesperson. The spokesperson may only make statements in accordance with previously agreed policy, or in an emergency, following consultation with the Executive Committee.
- 13.1.4. Sign and date minutes of the previous meeting after Members attending agree that they are a correct record, including amendments and corrections (if any).

13.2. Secretary

The Secretary shall:

- 13.2.1. Give notice of all meetings in accordance with the provision of these rules.
- 13.2.2. Cause records to be kept of the Association, including the Constitution and policies, minutes of meetings and notices, a file of correspondence, and record submissions or reports made by or on behalf of the Association for current use and archival purposes.
- 13.2.3. Be the custodian of the official seal of the Association.
- 13.2.4. Keep a register of all Member Organisations and their representatives as per 7.1.
- 13.2.5. Be responsible for the recording of minutes of all meetings unless a minute secretary is appointed.

13.3. Treasurer

The Treasurer shall:

- 13.3.1. Cause monies received to be paid into an account with a financial institution authorised by the Committee in the name of the Association. Payments are by petty cash or a cheque signed by any two members of the Executive Committee or by Internet banking means approved by any two office bearers. Major or unusual expenditure must be authorised in advance by the Committee.
- 13.3.2. Cause records to be kept of all financial transactions which will be available to Member Organisations at convenient times.
- 13.3.3. Cause financial reports and budgets to be prepared and presents a financial report to each meeting of the Committee.
- 13.3.4. Present an audited financial report of the Association at every Annual General Meeting.
- 13.3.5. Keep abreast of current banking trends in relation to best interest rates for investment funds and internet banking protocols available from time to time to enable the Association to best handle its financial obligations.
- 13.3.6. Recover all monies due to the Association and pay into the appropriate account.

14. ASSOCIATION AND AFFILIATION:

The Committee may associate with or affiliate with other bodies on such terms and agreements that may be available from time to time.

15. BY-LAWS:

The committee may from time to time make by-laws not inconsistent with these rules or any statute in force to carry out the objects of the Association and regulate the activities of the Association or some other matter that the Committee shall from time to time deem necessary.

16. ALTERATION OF RULES:

These rules may be added to, or amended by resolution of at least three-quarters of Delegates present and voting at a meeting, of which not less than twenty-eight (28) days' notice including notice of the proposed repeal, addition or amendment has been distributed to all Member Organisations.

17. WINDING UP:

The Association may be wound up in the manner provided for in the Act.

If upon winding up or dissolution of the Association there remains, after satisfying all debts and liabilities, any property or assets whatsoever, the same shall not be paid to or distributed among the Members of the Association but shall be given to or transferred to some other incorporated association or associations, selected by ordinary resolution at meeting of Members, having objects similar to the objects of the Association.