

U3A Sapphire Coast Incorporated  
**CONSTITUTION**

as amended on  
15 April 2023

# CONTENTS

Name .....	4
Aims of U3A .....	4
Objects .....	4
Principles .....	4
<b>PART 1- PRELIMINARY .....</b>	<b>5</b>
1. Definitions .....	5
<b>PART 2- MEMBERSHIP .....</b>	<b>5</b>
2. Membership qualifications .....	5
3. Application for membership .....	5
4. Honorary Life Membership.....	6
5. Cessation of membership .....	6
6. Membership entitlements not transferable .....	6
7. Resignation of membership .....	6
8. Register of members.....	6
9. Inspection of register.....	6
10. Use of register.....	6
11. Membership fees .....	6
12. Members' liabilities.....	7
13. Resolution of internal disputes .....	7
14. Disciplining of members.....	7
15. Right of appeal of disciplined member .....	8
<b>PART 3 – THE COMMITTEE .....</b>	<b>8</b>
16. Powers of the Committee.....	8
17. Composition and membership of the Committee .....	8
18. Election of members of the Committee .....	9
19. Secretary.....	9
20. Treasurer .....	10
21. Roles and responsibilities of Committee members .....	10
22. Casual vacancies.....	10
23. Removal of member.....	10
24. Meetings and quorum .....	11
25. Delegation by Committee to sub-committee .....	11
26. Voting and decisions .....	11
<b>PART 4 – GENERAL MEETINGS.....</b>	<b>12</b>
27. Annual general meetings – holding of.....	12
28. Annual general meetings – calling of and business at.....	12
29. Special general meetings – calling of .....	12
30. Notice .....	12
31. Procedure .....	13
32. Presiding member .....	13
33. Adjournment.....	13
34. Making of decisions .....	14
35. Special resolution.....	14
36. Voting .....	14
37. Proxy votes .....	14
38. Postal ballots.....	14

PART 5 – MISCELLANEOUS .....	14
39. Insurance .....	14
41. Funds – management .....	15
42. Alterations of name, objects and Constitution.....	15
43. Common seal .....	15
44. Custody of books .....	15
45. Inspection of books .....	15
46. Service of notices.....	15
47. Public Officer.....	16
48. Dissolution .....	16
Appendix 1 .....	17

# U3A Sapphire Coast Incorporated

## Constitution

### **Name**

The name of the Association is U3A Sapphire Coast Incorporated.

### **Aims of U3A**

The University of the Third Age is an adult education community that aims to provide the stimulus of mental, physical and social activity with the satisfaction of a continuing contribution to society. It will enable Third Agers to take up new interests and extend old ones; to enjoy learning for learning's sake, which is unrestricted by the requirements of vocation or the desire for qualifications. The means of providing these aims will be by drawing principally on the extensive experience, skills and energies of its own members.

### **Objects**

The Association is established solely for the Objects. The Objects of the Association are to:

- (a) establish, maintain and conduct an Association devoted to providing programs of learning activities which offer stimulation and development to its members;
- (b) provide benefits and enjoyment to the members of the Association; in furtherance of object (a)
- (c) act, at all times, on behalf of and in the interest of the members;
- (d) affiliate and otherwise liaise with National, State and Regional U3A organisations;
- (e) borrow or raise any monies for the purpose of pursuing these Objects in any manner the members think fit;
- (f) purchase, lease, hire or otherwise acquire facilities and equipment for the benefit of members;
- (g) advance the operations and activities of the Association throughout the local area;
- (h) have regard to the public interest in its operations; and
- (i) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

### **Principles**

- (1) The Principles that will be followed by the Association are:
  - (a) Members will be encouraged to learn, to teach, to offer themselves as Committee members, or in other ways to assist in the operation of the Association.
  - (b) The programs will be designed to realise the potential of older adults and to increase awareness of the fact that older people retain capacity to acquire, absorb and use new information and knowledge.
  - (c) Mutual interest is the major focus of activities; experience and expertise are freely shared between members.
  - (d) No salary nor emoluments for pecuniary gain will be paid to members in recognition of their contributions as tutors and organisers except as allowed by the Act.
  - (e) The Association is for people who have reached the age of 50 years and are not in full-time employment
  - (f) The Association will act with others to improve the status and position of people over 50 in our community.
  - (g) There will be no pre-requisites for participation and no assessment or awards.
  - (h) The Association will be financed principally by membership fees at a level

designed to meet non-salaried operational costs. Any other support, financial or in kind, will be accepted only on condition that the Association remains independent.

(i) The program of activities will be as wide and inclusive as the resources of the Association permit, subject to overall guidelines.

(j) The form each activity takes and the standard at which it is conducted will be set after discussion between those participating in it.

## **PART 1- PRELIMINARY**

### ***1. Definitions.***

(1) In this Constitution:

**Association** means the U3A Sapphire Coast Incorporated.

**Financial year** means from 1 January to 31 December.

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

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

**The Act** means the *Associations Incorporation Act 2009*.

**The Committee** means the Committee of Management of the Association.

**The Regulation** means the *Associations Incorporation Regulation 2010*.

(2) In this Constitution:

(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 this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

## **PART 2- MEMBERSHIP**

### ***2. Membership qualifications***

A person is qualified for membership of the Association if the person has:

(a) reached the age of 50 years and is not in full time employment;

(b) applied in writing or electronically on a Membership Registration Form as designated by the Committee;

(c) agreed to support the objects and principles of the Association; and

(d) paid the requisite joining and annual membership fee.

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

(1) An application by a person for membership of the Association:

(a) must be made in writing or electronically on a Membership Registration Form as designated by the Committee; and

(b) must be accompanied by the requisite joining and annual membership fee.

(2) As soon as practicable after receiving an application for membership, the Committee has the right to approve or reject the application.

(3) The Committee must, on payment by the applicant of the amounts referred to in subclause 3(1) (b) and after approval by the Committee or its delegate, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

#### **4. Honorary Life Membership**

- (1) Honorary Life Membership shall be conferred on a member if the Committee, in accordance with the guidelines, so decides of its own volition, or on the recommendation from any member with the support of the Committee.
- (2) Honorary Life Members shall be entitled to membership for life with the same rights and obligations as any other member.
- (3) Honorary Life Members are to be listed on the register of members and are eligible for election to the Committee of the Association.

#### **5. Cessation of membership**

- (1) A person ceases to be a member of the Association if that person
  - (a) dies, or
  - (b) resigns from the Association, or
  - (c) fails to renew membership by the last day of February in the new financial year, or
  - (d) his or her membership is terminated by the Committee in accordance with clause 14 (Disciplining of Members).
- (2) If a member of the Association ceases to be a member under this section, the Committee must update or cause to be updated the Membership Register as soon as is practicable by recording the date on which the member ceased to be a member.

#### **6. Membership entitlements not transferable**

No member may transfer his/her membership entitlements to another. The entitlements terminate on cessation of the person's membership.

#### **7. Resignation of membership**

A member of the Association who has paid all amounts payable as a member may resign from membership of the Association.

#### **8. Register of members**

- (1) The Committee must establish and maintain in NSW 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) Members should provide notice of any change of details to the Association within one month of such change.

#### **9. Inspection of register**

An extract of the register of members, excluding the address or other direct contact details of any Member, shall be available for inspection, free of charge, by any member of the Association.

#### **10. Use of register**

A member must not use information about a person obtained from the register to contact or send material to a person, other than for:

- (a) the purpose of sending a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or
- (b) any other purpose necessary to further the Objects or comply with a requirement of the Act or the Regulation.

#### **11. Membership fees**

- (1) A member of the Association must, prior to admission to membership, pay the Association an initial joining fee as determined by the Committee from time to time.

(2) In addition to any amount payable by the member under sub-clause 11(1), a member of the Association must pay to the Association an annual membership fee as determined by the Committee from time to time.

(3) Any person who joins the Association on or after 1 October shall be accepted as a member of the Association until the end of the following financial year.

(4) Should a member of the Association not renew their membership by the end of the registration period, (i.e. the last day of February), then a late fee will be payable.

(5) In determining the level of the membership fee the Committee shall be guided by the principle that the income of the Association from all sources (including fees) should be sufficient to cover the annual expenditure.

(6) On application, the Committee may vary the membership fee on compassionate grounds.

## **12. 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 clause 11.

## **13. Resolution of internal disputes**

(1) Disputes between individual members of the Association, and individual members and the Association, should where possible be resolved internally in the first instance.

(2) Disputes between individual members of the Association, and individual members and the Association, are to be referred to a Community Justice Centre or another independent mediator agreed upon by the parties to the dispute, or failing agreement nominated by the President.

(3) Any such dispute shall be notified to the Secretary in writing and mediation shall be arranged to commence within 14 days of that notification.

## **14. Disciplining of members**

(1) The Committee may commence, or cause to be commenced, disciplinary proceedings against a Member who has allegedly:

(a) breached, failed or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Committee;

(b) acted in a manner prejudicial to the purpose and interests of the Association; or

(c) brought the Association or any other member into disrepute.

(2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the Committee decides to deal with the 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 14 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.

(4) The Committee may, by resolution, reprimand the member in writing, suspend the member from membership of the Association or expel the member from 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 and the reprimand, suspension or expulsion is warranted in the circumstances.

(5) If the committee suspends or expels 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 clause 15.

(6) The reprimand, suspension or expulsion 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 clause 15, whichever is the later.

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

(1) A member may appeal to the Association in special general meeting against a resolution of the Committee under clause 14, 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 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 sub-clause 15(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 sub-clause 15(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) The appeal is to be determined by a simple majority of votes cast by members of the Association.

## **PART 3 – THE COMMITTEE**

### ***16. Powers of the Committee***

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in a general meeting, the Committee:

(a) is to control and manage the affairs of the Association;

(b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a general meeting of the Association;

(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; and

(d) shall ensure that suitable accommodation is provided where the assets, records and business procedures of the Association are undertaken.

### ***17. Composition and membership of the Committee***

(1) (a) The Committee shall consist of the President, Vice President, Secretary and Treasurer, and not less than three, nor more than five, other general positions, each of which is to be elected at the Annual General Meeting of the Association.

(b) The Committee shall determine the number of general positions referred to in Clause 17(1)(a) and may define specific titles and/or roles for any or all of these positions prior to each Annual General Meeting. The number of general positions determined and any titles and/or roles defined must be notified to the



membership at the time that notice is given of the Annual General Meeting or at the time that nominations are called for election of members of the Committee, whichever occurs earlier.

(2) Each Committee member is, subject to this Constitution, to hold a position until the conclusion of the annual general meeting following the date of the member's election.

~~(3) Retiring members are eligible for re-election except that no member shall hold the same position for more than three consecutive years, unless otherwise determined by special resolution at an annual general meeting or special general meeting.~~ (Subsection 3 deleted from the constitution by special resolution at the Annual General Meeting, 10 March 2021)

(4) In the event of a casual vacancy arising 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 that position, subject to this Constitution, until the conclusion of the next annual general meeting following the date of the appointment.

### **18. Election of members of the Committee**

(1) Nominations of candidates for election as Committee members of the Association:

(a) must be made in writing signed by two members of the Association and accompanied by the written consent of the candidate, (which may be endorsed on the form of the nomination);

(b) must be delivered to the Secretary of the Association at least seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(2) (a) Nominations of candidates for election as President, Vice President, Secretary and Treasurer and any general Committee positions where the Committee has, prior to the Annual General Meeting, defined a role, must state which position is being nominated for on the form of nomination.

(b) Nominations may also be made for any general Committee position(s) not defined by the Committee under Clause 17(1)(b), should any be available. Any nomination received where no position is stated will be considered to be a nomination for any such position (if available).

(c) A member may be nominated for more than one position but cannot hold more than one position on the Committee. Should a member be nominated for more than one position, once elected to a position nominations for any other position(s) will become invalid.

(3) "If insufficient nominations are received to fill all vacancies on the Committee the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

(4) If insufficient further nominations are received any vacant positions remaining on the Committee are taken to be casual vacancies.

(5) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated are taken to be elected.

(6) If the number of nominations received exceeds the number of vacancies to be filled a ballot is to be held.

(7) The ballot for the election of members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

### **19. Secretary**

(1) It is the duty of the Secretary to keep minutes of:

(a) all appointments of members of the Committee;

(b) the names of members of the Committee present at a Committee meeting or a general meeting; and

(c) all proceedings at Committee meetings and General Meetings.

(2) Minutes of proceedings at a meeting must be signed by the chairperson of the

meeting or by the chairperson of the next meeting.

(3) The Secretary must maintain a file for correspondence written to and by members of the Committee.

## **20. Treasurer**

It is the duty of the Treasurer of the Association to:

- (a) ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made;
- (b) ensure 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) prepare statements for ratification by the Committee;
- (d) prepare an end of year statement, for the annual general meeting and Department of Fair Trading, and for audit as required by the Committee; and
- (e) ensure that all insurance policies required by the Association are current and that all necessary premiums have been paid, and the Public Officer advised.

## **21. Roles and responsibilities of Committee members**

Other than those specified in this Constitution, the roles and responsibilities of Committee members shall be determined by the Committee.

## **22. Casual vacancies**

For the purpose of this Constitution, 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 of the Commonwealth, or
- (d) resigns office by notice in writing given to the Secretary, or
- (e) is removed from office under clause 23, or
- (f) becomes mentally incapacitated, or
- (g) is absent from 3 consecutive Committee meetings without explanation or apology, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the of the Commonwealth.

## **23. Removal of member**

(1) The Association in special general meeting may by resolution remove any member of the Committee from their position before the expiration of the member's term of office, and may by resolution appoint another person to hold that position until the expiration of the term of the member so removed.

(2) If a member of the Committee to whom a proposed resolution referred to in subclause 23(1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or 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.

## **24. Meetings and quorum**

- (1) The Committee must meet at least 6 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 any member of the Committee.
- (3) Oral or written notice of a Committee meeting must be given by the Secretary to each Committee member at least 48 hours (or such other period as may be unanimously agreed by the Committee members) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-clause 24(3) must specify the general nature of the business to be transacted at the meeting, and no other business may be conducted except business which the Committee members present at that meeting unanimously agree to treat as urgent business.
- (5) Any four members of the Committee constitute a quorum for the transaction of the business of a Committee meeting.
- (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) Should a quorum not be present at an adjourned meeting the meeting is to be dissolved.
- (8) At a meeting of the Committee:
  - (a) the President, or in the President's absence the Vice President, is to preside; or
  - (b) if the President and Vice President 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.

## **25. Delegation by Committee to sub-committee**

- (1) The Committee may delegate to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) such functions of the Committee as agreed in Committee and recorded in the minutes of that date.
- (2) A sub-committee may continue to exercise such function until the delegation is revoked by the Committee.
- (3) The Committee may revoke wholly or in part any delegation under this clause. Any revocation decision to be recorded in the minutes of the date the decision took place.
- (4) A delegation under this clause 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 minutes.

## **26. Voting and decisions**

- (1) Questions arising at a meeting of the Committee are to be determined by a majority of the votes of members of the Committee present at that meeting.
- (2) Questions arising at a meeting of a sub-committee appointed by the Committee are to be determined by a majority of the votes of members of that sub-committee present at that meeting.
- (3) Each member present at a meeting of the Committee is entitled to one vote.
- (4) Each sub-committee member present at a meeting of a sub-committee appointed by the Committee is entitled to one vote.
- (5) Subject to sub-clause 24(5) the Committee may act despite any vacancy on the Committee.
- (6) Any act or thing done or purporting to have been done by the Committee or the subcommittee appointed by the Committee, is valid and effectual despite any error that may afterwards be discovered in the appointment or qualification of any member of

the Committee or sub-committee.

## **PART 4 – GENERAL MEETINGS**

### ***27. Annual general meetings – holding of***

The Association must hold its annual general meetings:

- (a) within 3 months after the expiration of the financial year of the Association, or
- (b) within such further time as may be allowed by the Director-General or prescribed by the regulations.

### ***28. Annual general meetings – calling of and business at***

- (1) The annual general meeting of the Association is, subject to the Act and to clause 27, to be convened on such a date and place and time as the Committee think fit.
- (2) In addition to any 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 any special general meeting held since that meeting.
  - (b) to consider special resolutions for which notice has been given.
  - (c) to receive reports from the President, Treasurer and, where agreed by the Committee prior to the annual general meeting, any other Committee member, on the activities of the Association during the last preceding financial year.
  - (d) to elect Committee members of the Association.
  - (e) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### ***29. Special general meetings – calling of***

- (1) The Committee may, at any time, convene a special general meeting of the Association.
- (2) The Committee must, on the requisition in writing of at least 5% of the total members, convene a special meeting of the Association.
- (3) A requisition by members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by 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 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 request by 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 three months after that due date.
- (5) A special general meeting convened by a member or members as referred to in subclause 29(4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

### ***30. Notice***

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give notice to each member specifying the place, date and time of the meeting and the nature of the

business proposed to be transacted at the meeting.

(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under sub-clause 30(1), the intention to propose the resolution as a special resolution.

(3) No other business than that specified in the notice convening a general meeting is to be transacted at the meeting except, in a case of an annual general meeting, business which may be transacted under sub-clause 28 (2).

(4) A member desiring to bring any business before a general meeting may give notice in writing or electronically of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **31. Procedure**

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.

(2) Ten voting members present in person (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of the general meeting.

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

(a) if convened on the request of members is to be dissolved, and

(b) in any other case, is to stand adjourned to the same day in the following week at the same 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.

(4) 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 at least seven) are to constitute a quorum.

### **32. Presiding member**

(1) The President, or in the President's absence the Vice President, is to preside as chairperson of each general meeting of the Association.

(2) If the President and the Vice President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **33. Adjournment**

(1) The chairperson of a general meeting at which a quorum is present may, with consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place but no business is to be transacted at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for 14 days or more, the Secretary must give written, electronic, or oral 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 sub-clauses 33(1) and (2), notice of an adjournment of a general meeting or the business to be transacted at the adjourned meeting is not required to be given.

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

(1) A question arising at a general meeting of the Association is, consistent with clause 18, to be determined by either:

(a) a show of hands, or

(b) if on the decision of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.

(c) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, by a show of hands, been carried unanimously, or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the numbers or proportion of the vote recorded in favour of or against that resolution.

(2) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 members present in person at the meeting.

(3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **35. Special resolution**

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

### **36. Voting**

(1) On any question arising at a general meeting of the Association a member has one vote only.

(2) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.

### **37. Proxy votes**

(1) Each member shall be entitled to appoint another member or the Secretary as his/her proxy by notice given to the Secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The member appointing the proxy must give specific directions as to how the proxy is to vote on his or her behalf.

(3) No financial member may hold more than one proxy except where the Secretary has been nominated as the proxy.

(4) The notice appointing the proxy shall be in the form set out in Appendix 1.

### **38. Postal ballots**

Postal ballots will not be used to determine any issue, resolution or proposal.

## **PART 5 – MISCELLANEOUS**

### **39. Insurance**

The Association may effect and maintain insurance.

### **40. Funds – source**

(1) The funds of the Association are to be derived from joining fees and 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) All monies received by the Association must be deposited as soon as practicable and

without deduction to the credit of the Association's bank or other authorised deposit-taking institution's account.

(3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **41. Funds – management**

(1) The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Association except as bonafide compensation for services rendered or expenses incurred on behalf of the organisation.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two of the four members of the Committee who have been accepted as signatories and authorised to do so by the Committee.

(3) Electronic banking must be administered in a manner consistent with sub-clause 41(2).

#### **42. Alterations of name, objects and Constitution**

The name of the Association, statement of objects and this Constitution may be altered, rescinded or added to only by a special resolution of the Association.

#### **43. Common seal**

(1) The common seal of the Association must be kept in the custody of the Public Officer.

(2) The common seal must not be affixed to any document except by the authority of the Committee and the affixing of the common seal must be witnessed by two of its authorised signatories.

#### **44. Custody of books**

Except as otherwise provided by this Constitution 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.

#### **45. Inspection of books**

(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; and

(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, other than an extract of the Register of Members, referred to in sub-clause 45(1) on payment of a fee of not more than \$1 for each page copied.

#### **46. Service of notices**

(1) For the purposes of this Constitution a notice may be served on or given to a person

(a) by delivering it to the person personally;

(b) by sending it by pre-paid post to the address of the person; or

(c) by sending it by facsimile transmission or some other electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of this Constitution 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 or some other 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.

(3) Inadvertent failure to serve or give a notice as set out in sub-clauses 46(1) and 46(2) above shall not invalidate any resolution made.

#### **47. Public Officer**

(1) The Public Officer is responsible for:

(a) notifying NSW Fair Trading of any change in the Association's official address within 28 days.

(b) collecting all Association documents from former Committee members and delivering the documents to the new Committee members.

(c) returning all Association documents to a Committee member within 14 days, upon vacating their Public Officer position.

(d) 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.

(e) custody of any documentation as required by the Constitution.

(2) The Public Officer will hold the common seal.

(3) The Committee must appoint a new Public Officer within 28 days of the position being vacated.

#### **48. Dissolution**

(1) The Association shall not be dissolved except by the approval of not less than two thirds of the members present and voting at a general meeting called for the purpose of which no less than 28 days written notice, including notice of the proposed dissolution has been given to all members.

(2) On dissolution all property of the Association whether real or personal, remaining after payment of all debts and legal liabilities, shall be transferred to such other body with similar objects as shall be approved by the Association, provided that if the Association shall have been approved pursuant to section 78 (1) of the Income tax Assessment Act then the recipient body shall also have been so approved.



**Appendix 1**

**FORM OF APPOINTMENT OF PROXY**

I,.....  
(Print full name)

of.....  
(Address)

being a current member of U3A Sapphire Coast Inc., hereby appoint,

**The U3A Sapphire Coast  
Secretary**

*(If you wish to nominate another  
current member complete the box  
on the right)*

**OR**

.....  
(Print full name)

.....  
(Address)

being a current member of U3A Sapphire Coast Inc., as my proxy to vote for me on my  
behalf at the .....

(Annual, General or Special General Meeting)

of the Association, to be held on the ..... day of ..... 20.....

My proxy is authorised to vote in favour of /against (delete as appropriate) the following:

.....  
.....  
.....

.....  
(Signature of member appointing proxy) (Date)

**NB. No financial member may hold more than one proxy except where the  
Secretary has been nominated as the proxy.**

This form must be submitted to:

**The Secretary, U3A Sapphire Coast Inc., P.O. Box 798, Merimbula, 2548,**

and must be received **no later than 48 hours** before the meeting.

**Late proxies cannot be accepted.**