
THE UNIVERSITY OF THE THIRD AGE - ADELAIDE INCORPORATED

CONSTITUTION

This document was approved by the Members at the Annual General Meeting
held on 2016

Authorised for issue by:

President:

(Signature)

(Name)

Public Officer:

(Signature)

(Name)

THE UNIVERSITY OF THE THIRD AGE - ADELAIDE INCORPORATED

CONSTITUTION

1. Name

The name of the Association shall be The University of the Third Age - Adelaide Incorporated otherwise known as U3AA and hereinafter called the Association.

2. Definitions

'board' means the board of management of the Association

'general meeting' means a general meeting of members of the Association convened in accordance with these rules

'member' means a member of the Association

'the Act' means the Associations Incorporation Act 1985

'special resolution' means a special resolution defined in the Act

'month' shall mean a calendar month

3. Objects or Purposes of the Association

3.1 A University of the Third Age is a learning community organised by and for people who can best be described as being in active retirement - the "Third Age of their lives".

Its overall aim is to provide them with both the stimulus of mental activity and the satisfaction of a continuing contribution to society. It will enable them to take up new interests and to extend old ones; it will offer the joy of learning for learning's sake, unrestricted by the requirements of vocation or the desire for qualifications; and it will do so, principally, by drawing upon the extensive experience, skills and energies of its own members. It is a mutual-aid movement - a modern community of scholars, but one catering primarily for Third-age people.

3.2 The Objectives of the Association are

- (a) To facilitate programmes of learning activities which offer stimulation and development to that increasing number of people who are in the third stage of life.
- (b) To create an organisation wherein co-operative investigation of a topic or area of mutual interest is a major focus of activities and experience and expertise are freely shared.

- (c) To operate this organisation in such ways that learning is pursued without any reference to entry criteria, qualifications, assessment or awards and to create a climate free from discrimination according to colour race, creed or sex.
- (d) To realise the potentialities of older adults and to increase awareness of the fact that older people generally retain the capacity to acquire, absorb, and use new information and knowledge until much later in life than is commonly realised.
- (e) To act with others to improve the status and position of the elderly in our community.
- (f) To exchange ideas and resources with other Universities of the Third Age, both in Australia and overseas; and to encourage the extension of similar organisations in other parts of South Australia and Australia.

3.3 Guiding Principles for the Operation of the Association are

- (a) Those who join as members will be encouraged to learn, to teach, to offer themselves as office-bearers, or in other ways to assist in the operation of the organisation.
- (b) Except in exceptional circumstances no salary or emolument will be paid to members in recognition of their contributions as tutors, discussion leaders, conveners or organisers.
- (c) There will be no pre-requisites for participation and no assessment.
- (d) 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.
- (e) The programme of activities will be as wide as the human resources of the members permit, subject to overall guidelines. It will normally be the intention to avoid duplicating courses and arrangements already accessible from existing educational bodies.
- (f) It is expected that the form each activity takes and the standard at which it is conducted will be set by mutual agreement between those participating in it.
- (g) Programmes may include off-campus activities for the housebound, residents of hostels and nursing homes, and hospital patients.

4. Powers of the Association

The Association **shall have all the powers conferred by Section 25 of the Act and** may:

- (a) Do anything incidental to the attainment of all or any of its objectives; and

- (b) Become a member or an associate of, or otherwise join, any other body incorporated under the Associations Incorporation Act 1985, if, and only if, the board is satisfied that doing so would be in the best interests of the Association's members and that:
 - (i) the objectives of the body are not inconsistent with any of the objectives of the Association; and
 - (ii) the Association would not be likely to prejudice its independence by becoming a member or an associate of the body.

5. Membership

5.1 Types

(a) Ordinary Members

- (i) A person may become an ordinary member of the Association by paying the applicable membership fee.
- (ii) If a person pays a membership fee for the whole or a part of a particular year, the renewal day for the membership is 31 December in that year.
- (iii) A person ceases to be an ordinary member if the person:
 1. delivers his or her written resignation to the office of the Association; or
 2. fails to renew the membership by paying the applicable membership fee at the latest within 3 months after the renewal day for the membership.
- (iv) An ordinary member is not entitled to enrol in, or attend, any course or programme conducted by the Association after the renewal day for the membership unless the member has renewed the membership.

(b) Life Members

- (i) The board may confer on any person the status of Life Member of the Association, either of its own volition or on the recommendation of someone other than the person, if the person has given the Association, whether continuously or otherwise:
 1. at least 10 years' service as a tutor; or
 2. at least 10 years' service as an office volunteer; or
 3. at least 10 years' service on any one or more of the committees or board established under these rules; or
 4. such other service as the board thinks warrants such status.

- (ii) A life member is entitled to:
 - 1. free membership for life, with the same voting and other rights as an ordinary member; and
 - 2. a Certificate in a form decided by the board, and/or a badge of a design decided by the board, and/or such other tangible evidence of life membership as the board decides.

(c) Tutor Members

A person who serves the Association as a tutor, but who is not an ordinary member, is a tutor member. A tutor membership expires at the end the calendar year in which the person's service as a tutor was given.

(d) Other Members

The board may establish such other classes of membership as it thinks appropriate and may determine the rights of members in each of those classes and the circumstances in which each such membership expires or ceases.

(e) Responsibilities of members

All individuals who have been accepted as members of U3AA are required to conform to the Code of Conduct of the Association as issued from time to time.

5.2 Membership Fees

- (a) The board may from time to time set the annual membership fee that is to apply to ordinary members, and may set a lesser membership fee that is to apply to such members in the circumstances determined by the board.
- (b) The board may from time to time set the membership fees (if any) that are to apply to members in each class of membership established under 5(d).
- (c) Membership fees are not to be refunded, and a membership is not transferable, except in exceptional circumstances and with the approval of the board.
- (d) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the board may reinstate such a person's membership on such terms as it thinks fit.

5.3 Resignations

A member may resign from membership of the Association by giving written notice to the secretary or public officer of the Association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.

5.4 Procedures for Dealing with a Breach of the Code of Conduct

The President or a member of the executive of the board, together with the 'Members' Liaison Officer', will determine whether a reported breach of the Code of Conduct by a member is:

- (1) A minor breach which can be readily resolved by the board working with the member, as follows:
 - (a) The matter will be discussed, informally, with the member by the president or the vice president and another board member.
 - (b) If the member in question responds favorably then no further action need be taken.
 - (c) A record of the interview will be kept for a period of 5 years.
 - (d) If the member does not respond favorably then the formal procedure will be commenced.

or:

- (2) A serious breach warranting the following procedure:

Particulars of the alleged serious breach of the Code of Conduct shall be communicated in writing to the member at least fourteen days prior to the board meeting at which the matter will be heard and determined.

The member will have a reasonable opportunity to be heard orally by the board and to make written submissions to it. The member has the right for a supporter to accompany him/her to any meetings at which he/she will be heard in relation to the alleged breach.

After hearing the member and after a finding of a breach, the board may resolve to

- (a) Counsel the member,
- (b) Remove the member from a particular class/group
- (c) Expel the member.

The expulsion shall be immediate. In the first instance, the expulsion will be for the remainder of the year. If the person wishes to re-enrol in the following year, application for enrolment would come to the board for consideration. (This may involve discussion with the person regarding his/her acceptance of the reasons for the action taken to expel him/her from U3AA.)

- (d) The determination of the board may be communicated in writing to the member within seven days of its determination. However, the board's consideration of the alleged breach may be such that the determination can be delivered verbally immediately.
- (e) The board has the power to revoke a termination of membership on terms and conditions to be determined by the board.

5.5 Register of Members

A register of members must be kept and contain:

- (a) The name and address of each member
- (b) The date on which each member was admitted to the Association, and
- (c) If applicable, the date of and reason for termination of membership.

6. The Board

6.1 Powers and Duties

- (a) The affairs of the Association shall be managed and controlled by a board 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 Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- (b) The board has the management and control of the funds and other property of the Association.
- (c) The board 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.
- (d) The board shall appoint a public officer as required by the Act.
- (e) While recognising the force of clause (b) of the Guiding Principles (clause 3.3 of this constitution) the board shall have the power to engage persons, on such terms and conditions and for such periods as it deems necessary, if in the board's view the Association has need of services which cannot be adequately provided by volunteer workers.

6.2 Appointment

- (a) The board shall be comprised of a president, vice president, secretary, minute secretary, treasurer, programme coordinator, public officer and five elected board members.
- (b) A board member shall be a natural person.
- (c) At each annual general meeting one half of the members of the board, being the longest serving members, shall retire.
- (d) A retiring board member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election

unless a member of the Association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the Association. The nomination shall be signed by the proposer and the nominee.

- (e) Notice of all persons seeking election to the board shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- (f) The board may appoint a person to fill a casual vacancy, and such a board member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the board without nomination.
- (g) In addition to those elected in accordance with clause 6.2(a), the chairperson of each sub-committee appointed under clause 6.5 shall be a member of the board.
- (h) The board may appoint any person who is a member of the Association to be a member of the board if satisfied that the person has a particular expertise or experience that the board considers necessary or desirable to ensure the proper functioning of the Association.
- (i) The board or a sub-committee may, in such circumstances as it determines, vote on any matter that it needs to decide, either by telephone or by use of a computer instead of at a meeting. The person responsible for recording the minutes of meetings of the relevant board or committee must ensure that all decisions made in accordance with this paragraph are recorded.

6.3 Proceedings of the Board

- (a) The board shall meet as often as may be required to conduct the business of the Association, and not less than four times in each calendar year. The period covered by annual reports and financial reports to the annual meeting shall be the calendar year.
- (b) Questions arising at any meeting of the board 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.
- (c) A quorum for a meeting of the board shall be one more than one half of the members of the board.
- (d) A member of the board having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the board must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.

6.4 Disqualification of Board Members

The office of a board member shall become vacant if a board member is:

- (a) Disqualified from being a board member by the Act
- (b) Expelled as a member under these rules
- (c) Permanently incapacitated by ill health
- (d) Absent without apology or explanation from more than three successive meetings

or if a board member:

- (a) Resigns in writing
- (b) Ceases, for any reason, to be a member of the Association

6.5 Sub-committees

The board shall appoint sub-committees for programme (deciding on educational activities, the leadership of them and the location of them both in the face-to-face mode and distance mode) and for such other purposes as it sees fit. The sub-committees shall report to the board and hold office during its currency.

6.6 Treasurer

- (a) The Treasurer shall pay money received into a bank account authorised by the board in the name of the Association. Payments shall be made by cheque, electronic or any other means as authorised by the board and signed or authorised by any two of five signatories appointed by the board.
- (b) The Treasurer shall keep records of all receipts and payments and other financial transactions, which records shall be available for inspection by any member.
- (c) The Treasurer shall prepare annual financial statements for consideration at the Annual General Meeting; and shall make interim financial reports, as necessary, to the board.

6.7 Secretary

- (a) The Secretary shall call meetings in accordance with the provisions of this constitution.
- (b) The Secretary shall keep records of the business of the Association including the constitution and policies, records of members, a register of minutes of meetings and a file of correspondence.

7. The Seal

The Association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the board, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the president and the secretary, or any two officers nominated by the board.

8. General Meetings

8.1 Annual General Meetings

- (a) The board shall call an annual general meeting in accordance with the Act and these rules.
- (b) The annual general meeting shall be held within five months after the end of its financial year.
- (c) The order of the business at the meeting shall be:
 - (i) The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - (ii) The consideration of the accounts and reports of the board and the auditor's report
 - (iii) The election of board members
 - (iv) The appointment of auditors
 - (v) Any other business requiring consideration by the Association in general meeting if it has been included on the notice calling the meeting
- (d) A person cannot be elected as an office-bearer or member of the board unless the person is a life member, a tutor member, or an ordinary member of the Association who has paid the applicable membership fee for the calendar year in which the relevant election is held.

8.2 Special General Meeting

- (a) The board may call a special general meeting of the Association at any time
- (b) Upon a requisition in writing of not less than 25 members of the Association, the board shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition
- (c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting
- (d) If a special general meeting is not convened within one month, as required by 8.2(b) above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the board, and for this purpose the board shall ensure that

the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

8.3 Notice of General Meetings

- (a) Subject to 8.3(b), at least 14 days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- (b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (c) A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members, or by email or other electronic means.
- (d) Where a notice is sent by post:
 - (i) the service is effected by properly addressing, pre-paying and posting a letter or packet containing the notice, and
 - (ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4 Proceedings at General Meetings

- (a) 25 members or one-fifth of the members whichever is less, present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- (b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- (c) Subject to 8.4(d), the chairperson shall preside as chairperson at a general meeting of the Association.
- (d) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a board member or one of their own number to be the chairperson of that meeting.

8.5 Voting at General meetings

- (a) Subject to these rules, every member of the Association has only one vote at a meeting of the Association.
- (b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- (c) Voting shall be by a show of hands except that
 - (1) any contested election at an Annual General Meeting or otherwise shall be by secret ballot;
 - (2) any meeting of the Association may, by show of hands, require any other vote to be by ballot.
- (d) The person chairing general meetings of the Association shall have both a deliberative and a casting vote.

8.6 Poll at General Meetings

- (a) If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and Ordinary Resolutions

- (a) A special resolution is a resolution passed at a duly convened meeting of the members of the Association if:
 - (i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Association and
 - (ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the Association as, being entitled to do so, vote in person or by proxy at that meeting.
- (b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association.

9. Patron

An Annual General Meeting or a Special General Meeting may appoint a Patron of the Association for such term as the meeting shall decide.

10. Programme Co-ordinator

The Programme Co-ordinator shall chair the Programme Committee and be responsible for contact with course leaders, arranging of the timetable and preparation of the Newsletters.

11. Minutes

- (a) Proper minutes of all proceedings of general meetings of the Association and of meetings of the board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (b) The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the board (as relevant) at a subsequent meeting.
- (c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- (d) 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.

12. Financial Reporting

12.1 Financial Year

The first financial year of the Association shall be the period ending on the next 31 December following incorporation, and thereafter a period of 12 months commencing on 1 January and ending on 31 December of each year.

12.2 Accounts to be kept

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

12.3 Accounts and Reports to be laid before members

The accounts, together with the auditor's report on the accounts, the board's statement and the board's report, shall be laid before members at the Annual General Meeting.

12.4 Appointment of Auditor

- (a) At each Annual General Meeting, the members shall appoint a person to be auditor of the Association.
- (b) The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.

If an appointment is not made at an Annual General Meeting, the board shall appoint an auditor for the current financial year.

13. Prohibition against securing profits for members

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as a bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

14. Dissolution

14.1 Subject to clause 14.2, the Association may be wound up in the manner provided for in the Act.

14.2 The Association shall not be dissolved except by the approval of at least three-quarters of the members present and voting at a general meeting called for the purpose of which not less than 28 days written notice, including notice of the proposed dissolution, has been given to all members.

14.3 On dissolution, all property of the Association, whether real or personal, remaining after payment of all debts and legal liabilities must be given or transferred to a similar body incorporated under the Associations Incorporation Act 1985 and chosen by resolution of the Association's members.

14.4 For the purposes of clause 14.3, "similar body" means a body whose objects are similar to those of the Association, and if the Association was, immediately before its dissolution, a deductible gift recipient, a body to which income tax deductible gifts can be made as approved by the Commissioner of Taxation.

15. Rules

These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescission or replacement by substitute rules.

The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.

The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.