

STATEMENT OF PURPOSES AND CONSTITUTION

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1. Statement of Purposes

1. The purposes of U3A Castlemaine are:
 - (a) To operate an organisation to provide learning opportunities for people who are retired or semi-retired from employment.
 - (b) To provide opportunities for the social and physical well-being of Members.
 - (c) To make use of Members' skills and abilities to teach and learn together.
 - (d) To organise and conduct classes and activities for the benefit of Members.
 - (e) To generally act as a body to coordinate volunteers to assist Members that are interested in their on-going education.
 - (f) To arrange accommodation, facilities and services for the purposes described in 1-5.

2. Name

1. The name of the incorporated association is U3A Castlemaine Inc. (in this constitution referred to as U3A Castlemaine).

3. Interpretation

1. In this constitution, unless a contrary intention is stated:

“Annual Subscription” means the annual subscription for membership of U3A Castlemaine to be determined by the Members at each Annual General Meeting in accordance with clause 6.

“Business Day” means a day that is not a Saturday, Sunday or public holiday in Victoria.

“Committee” means the Committee of U3A Castlemaine established in accordance with clause 14.

“Financial year” means each year ending 30th June.

“General Meeting” means an Annual General Meeting or Special General Meeting convened in accordance with clause 12

“General Member” has the meaning given to it in clause 5.1

“Honorary Member” has the meaning given to it in clause 5.3.

“Life Member” has the meaning given to it in clause 5.2

“Member” and “Members” means a General Member, a Life Member or an Honorary Member.

“Office Bearer” means a member of the Committee who holds a position listed in clause 14.3

“Secretary” means the secretary of the Committee.

“Statement of Purposes” means the statement of purposes that is a preamble to this constitution.

“The Act” means the Association Incorporation Act 1981 as amended from time to time.

“The Regulations” means regulations under the Act as amended from time to time.

“U3A” means the University of the Third Age and any chapter thereof.
2. Words or expressions contained in this constitution shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act in force from time to time.

4. Application for Membership

1. Any person who is retired or semi-retired from employment may apply to U3A Castlemaine to become a General Member.
2. Applications shall be in an approved form sent to the address of the Secretary and accompanied by the Annual Subscription.
3. Once the Secretary receives a properly constituted application, he or she will present it for approval at the next Committee meeting.
4. Upon an application being approved, the Secretary shall notify the applicant in writing and, on receipt of the Annual Subscription, enter the new Member's name in the register of members.
5. The Committee may refuse membership to an applicant whose membership it deems harmful to the achievement of the Statement of Purposes.

5. Class of Members and Qualification for Membership

1. Members are divided into the following classes:
 - (a) **GENERAL MEMBERS:** being Members admitted to U3A Castlemaine in accordance with clause 4, who are actively involved or participate in the activities and purposes of U3A Castlemaine.
 - (b) **LIFE MEMBERS:** being General Members nominated by the Committee in consideration of special services rendered to U3A Castlemaine such nominations limited at any one time to no more than 5% of the total membership of U3A Castlemaine. Life Members have the same rights as General Members but are exempt from paying the Annual Subscription.
 - (c) **HONORARY MEMBERS:** being General Members nominated by the Committee in consideration of assisting the Statement of Purposes as honorary members. Honorary Members have no voting rights but are exempt from the Annual Subscription. The Committee may (at its discretion) determine to revoke the honorary membership of a Member.

6. Annual Subscription

1. The amount of the Annual Subscription will be determined at the Annual General Meeting or a Special General Meeting called for that purpose and is due on the 1st January and payable before the 1st April each year.
2. Any member experiencing financial hardship may apply in writing to the Secretary for special consideration for payment of the Annual Subscription. This application will be considered by the Office Bearers, and the member notified.¹
3. Persons joining after the 30th June will pay 50% of the Annual Subscription.
4. Any person who is a financial member of another U3A will only pay 50% of the Annual Subscription.

7. Register of Members

1. The Secretary must maintain a register of all Members showing each Member's full name, address, class of membership and the date at which that person became a Member.
2. Members are entitled to inspect the register and take copies free of charge.

¹ 6.2 added January 2016.

3. In accordance with the Act, Members may make a request to the Secretary in writing that their personal information be restricted.

8. Cessation of Membership

1. A Member shall cease to be a Member if the Member:
 - (a) dies;
 - (b) resigns in writing;
 - (c) is a General Member, that has not paid the Annual Subscription before the 1st April of that year. Such Member is thus unfinancial and is not permitted to attend U3A Castlemaine classes or activities whilst unfinancial;² or
 - (d) is disqualified in accordance with clause 9.
2. A General Member whose membership is to cease in accordance with sub-clause 1(c) shall be given one month's written notice before the cessation has effect.

9. Discipline of Members

1. Subject to this constitution, the Act and the Regulations, the Committee may by resolution:
 - (a) expel a Member from U3A Castlemaine; or
 - (b) suspend a Member from membership for a specified period,if the Committee is of the opinion that the Member:
 - (a) has refused or neglected to comply with this constitution; or
 - (b) has engaged in conduct that the Committee deems harmful to the achievement of the Statement of Purposes or the interests of U3A Castlemaine.
2. A resolution of the Committee under subclause 1:
 - (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under subclause 3 confirms the resolution at the meeting referred to in subclauses 3b and 3c; and
 - (b) where the Member exercises a right of appeal to U3A Castlemaine under this clause does not take effect unless the Members at the Special General Meeting called in accordance with subclause 5 confirms the resolution.
3. Where the Committee passes a resolution in accordance with sub-clause 1, the Secretary will, as soon as possible, serve on the Member a notice in writing:
 - (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the Member that he or she may do one or more of the following:
 - (i) attend the meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking revocation of the resolution;
 - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he or she wishes to appeal to U3A Castlemaine in a Special General Meeting against the resolution.

² 8.1(c) amended January 2016

4. At a meeting of the Committee referred to in subclauses 3b and 3c, the Committee shall:
 - (a) give to the Member an opportunity to be heard;
 - (b) give due consideration to any written statement submitted by the Member; and
 - (c) by resolution, determine whether to confirm or to revoke the resolution.
5. Where the Secretary receives a notice under subclause 3(d)(iii) he or she shall notify the Committee and the Committee shall convene a Special General Meeting of U3A Castlemaine to be held within 21 days after the date on which the Secretary received the notice.
6. At a Special General Meeting of U3A Castlemaine convened under subclause 5:
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member shall be given an opportunity to be heard; and
 - (d) the Members present and entitled to vote under these rules will either confirm or revoke the resolution by secret ballot.
7. If at the Special General Meeting:
 - (a) two-thirds of the eligible Members present vote in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) less than two-thirds of the eligible Members present vote against the resolution, the resolution is revoked.
8. If the resolution is confirmed in accordance with subclause 7a, the Member that is the subject of the resolution may elect to commence mediation in accordance with clause 23.
9. For the avoidance of doubt, some or all of the processes referred to in subclauses 2-8 can be altered or waived with the written consent of both parties.

10. Annual General Meeting

1. U3A Castlemaine will hold an Annual General Meeting in each calendar year on such a day as the Committee determines, provided that the day of the Annual General Meeting is within five months after the end of the Financial Year.
2. The Annual General Meeting shall be specified as such in the notice convening it.
3. The ordinary business of the Annual General Meeting shall be:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - (b) to receive from the Committee reports upon the transactions of U3A Castlemaine during the last preceding financial year;
 - (c) to elect the Committee;
 - (d) to receive and consider financial statements for the Financial Year;
 - (e) to receive the report of the auditor; and
 - (f) to appoint an auditor for the ensuing year.
4. The Annual General Meeting may transact special business for which 7 days notice is given to the Secretary.
5. The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

11. Special General Meetings

1. All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
2. The Committee may convene Special General Meetings at its discretion and in accordance with a request made under subclause 3.
3. The Committee shall, on the request in writing of not less than 5% of the total number of General Members and Life Members, convene a Special General Meeting within two months of receipt of the request.
4. The request for the Special General Meeting shall state the objects of the meeting and shall be signed by the Members making the request and shall be sent to the address of the Secretary.
5. If the Committee does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the Members, making the request, or any of them, may convene a Special General Meeting to be held no later than three months after that date.
6. If a Special General Meeting is convened by Members in accordance with this clause, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the Special General Meeting must be refunded by U3A Castlemaine to the persons incurring the expense.

12. Notice of Meetings

1. The Secretary shall, at least 14 days before the date fixed for the holding a General Meeting, notify each Member of the date, place and time of the meeting and the nature of the business to be transacted at the meeting.
2. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
3. A Member desiring to bring any business before the meeting shall, at least 7 days before that meeting, give notice of that business in writing to the Secretary, who shall add the item/s to the agenda and notify Members of the additional business.

13. Proceedings at General Meetings

1. All business that is transacted at a General Meeting, and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in clause 10.3 as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.
2. No item of business shall be transacted at a General Meeting unless a quorum of 10% of Members entitled under this constitution to vote is present or by proxy during the time when the meeting is considering that item.
3. If, within half an hour of the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting, if convened upon the request of Members, shall be dissolved and in any other case shall stand adjourned to a date to be fixed.
4. The President, or in his/her absence, the Vice-President, shall preside as Chair at each General Meeting.
5. If the President and Vice-President are absent from a General Meeting, the Members present shall elect one of their number to be Chair at the meeting.

6. The Chair of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
7. Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given in accordance with clause 12.
8. Unless circumstances outlined in subclause (11) apply, a question arising at a General Meeting shall be determined on a show of hands. A declaration by the Chair that a resolution has, on the show of hands, been carried or lost, and an entry to that effect in the minute book of U3A Castlemaine is evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against that resolution.
9. At a General Meeting each General Member and Life Member has one vote only, either in person or by proxy.
10. In the case of an equal vote, the Chair of the meeting is entitled to exercise a casting vote.
11. If, at a meeting, a poll on any question is demanded by not less than 3 members before or on the declaration of a show of hands, it shall be taken at that meeting in such a manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question. If a poll is demanded it shall take place immediately.
12. A General Member who has not paid his/her Annual Subscription in accordance with clause 6.1 is not entitled to vote at any meeting until such time as his or her subscription is paid
13. Each General Member and Life Member shall be entitled to appoint another Member as his or her proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. A Member may carry only one proxy vote. The notice appointing the proxy shall be in the form set out in Appendix 1.³

14. Committee of U3A Castlemaine

1. The affairs of U3A Castlemaine shall be managed by the Committee.
2. The Committee shall consist of:
 - (a) the four Office Bearers listed at subclause (3);
 - (b) at least three and up to seven general members elected at the AGM;⁴ and
 - (c) the immediate past President.
3. The Office Bearers are:
 - (a) the President;
 - (b) the Vice President;
 - (c) the Treasurer; and
 - (d) the Secretary.
4. The Committee shall from the remaining 3-7 Committee members appoint people with the appropriate skills to portfolios so as to meet the needs of the organization.⁵

³ 13.13 amended January 2016.

⁴ 14.2 (b) amended January 2016.

⁵ 14.4 amended January 2016.

5. The Committee:
 - (a) shall control and manage the business and affairs of U3A Castlemaine;
 - (b) may, subject to this constitution, the Regulations and the Act, exercise all such powers and functions as may be exercised by U3A Castlemaine other than those powers and functions that are required by this constitution to be exercised by a General Meeting;
 - (c) subject to this constitution, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential to the proper management of the business and affairs of U3A Castlemaine; and
 - (d) may co-operate with other organisations and individuals to manage its affairs.
6. Each Committee member shall hold office until the Annual General Meeting next after the due date of his or her election.
7. Each Office Bearer is eligible for re-election to his/her office for no more than 2 additional terms.
8. In the event of a casual Committee vacancy the Committee may appoint a Member to the vacant office and the Member so appointed shall continue in office up to and including the conclusion of the Annual General Meeting next following the date of his/her appointment.
9. The Committee may delegate any of its administrative functions in the management of its affairs.

15. Election of Committee Members and Vacancies

1. Nomination of candidates for election as Committee members of U3A Castlemaine:
 - (a) shall be made in writing, signed by 2 Members and accompanied by the written consent of the candidate in the form as set out in Appendix 2.
 - (b) shall be delivered to the Secretary not less than 7 days before the date fixed for the holding of the Annual General Meeting.
2. If insufficient nominations are received to fill vacancies, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
3. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
4. If required, a ballot shall be conducted at the Annual General Meeting.
5. A Committee member may hold only one office. For the avoidance of doubt, the Secretary is considered by Consumer Affairs Victoria, or its legal successor, to be the person previously designated as the Public Officer. The Secretary will undertake that role on the Committee of U3A Castlemaine.⁶
6. The office of a Committee member becomes vacant if the Committee member ceases to be a Member or resigns his/her office in writing.

16. Proceedings of the Committee

1. The Committee shall meet at least 6 times in each year at such place and at such time as the Committee may determine.

⁶ 15.5 amended January 2016

2. A Committee meeting may be called and held:
 - (a) in person;
 - (b) by telephone;
 - (c) by audiovisual link up; or
 - (d) any other technology that allows the Committee to simultaneously communicate with each other.
3. Special meetings of the Committee shall be convened by the President or by any four of the members of the Committee.
4. Notice shall be given to members of the Committee of any special meeting, specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
5. A quorum for the transaction of business of a meeting of the Committee shall be five Members and include at least 2 Office Bearers.
6. No business shall be transacted 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 shall stand adjourned to the same place at the same hour of the same day of the following week, unless the meeting was a special meeting, in which case it lapses.
7. At meetings of the Committee:
 - (a) the President or in his or her absence, the Vice-President shall preside; or
 - (b) if the President and the Vice-President are absent, the members present shall elect a chair.
8. Questions arising at a meeting of the Committee or any Sub-Committee appointed by the Committee shall be determined by a show of hands or, if demanded by a member, by a poll taken in such a manner as the Chair may determine.
9. Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the Chair at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the Chair may exercise a casting vote.
10. Written notice of each Committee meeting shall be served on each member of the Committee by delivering it to him or her at a reasonable time before the meeting.
11. Subject to subclause (4), the Committee may act notwithstanding any vacancy on the Committee.

17. Secretary

1. The Secretary shall keep minutes of U3A Castlemaine proceedings of each General Meeting and each Committee meeting in books provided for that purpose, together with a record of the names of those persons present at Committee meetings.
2. The minutes of any General Meeting and Committee meeting shall be made available to any Member upon request.

18. Treasurer

1. The Treasurer must:
 - (a) collect and receive all monies due to U3A Castlemaine and make all payments authorised by U3A Castlemaine; and
 - (b) keep correct accounts and books showing the financial affairs of U3A Castlemaine with full details of receipts and expenditure connected with the activities of U3A Castlemaine.

2. The accounts and books referred to in subclause (1) shall be available on request for inspection by Members.

19. Removal of Members of the Committee

1. Members in General Meeting may, by resolution, remove any member of the Committee before the expiration of his/her term of office and appoint another Member in his/her stead to hold office until the expiration of the term of the first mentioned member.
2. Where the member to whom a proposed resolution referred to in subclause (1) makes representation in writing to the Secretary or President and requests that it be notified to the Members, the Secretary or the President may send a copy of the representation to each Member or, if it is not sent, the member may require that it be read out at the meeting.

20. Cheques

1. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed jointly by any two Office Bearers.

21. Seal

1. The Common Seal of U3A Castlemaine shall be kept under the control of the Secretary.
2. The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested to by two Office Bearers.

22. Alteration of Constitution

1. This constitution and the Statement of Purposes shall only be altered by a special resolution passed by three quarters of the Members present at a General Meeting, for which twenty one days notice has been given.

23. Disputes and Mediation

1. The grievance procedures set out in this clause applies to disputes under the constitution between a Member and another Member or a Member and U3A Castlemaine.
2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting then the parties must, within 10 days, hold a meeting in the presence of a mediator.
4. The mediator must be a person chosen by agreement between the parties, or in the absence of agreement a person who is a member of a recognised mediation association. If the dispute is between Members the mediator may be appointed by the Committee.
5. A mediator cannot be a party to the dispute.
6. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
7. The mediator, in conducting the mediation, must -
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and

- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 8. Subject to subclause 9. parties to a dispute must bear their own costs (if any) in relation to the dispute, including the costs of the mediator.
- 9. Parties to a dispute may apply to the Committee for financial assistance to cover any cost associated with the dispute. The Committee may determine in its absolute discretion whether U3A Castlemaine will grant full or partial financial assistance to the applicant.
- 10. The mediator must not determine the dispute.
- 11. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

24. Notices

- 1. Any notice that is required to be given to a Member by or on behalf of U3A Castlemaine under this constitution may be given by:
 - (a) delivering the notice to the member personally; or
 - (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
 - (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
 - (d) electronic transmission, unless the member has requested that the notice not be given to him or her in this manner.
- 2. A notice given under subclause 1. will be deemed to be received:
 - (a) if hand delivered, at the time of delivery;
 - (b) if sent by prepaid post, three Business Days after the date of posting or seven Business Days after the date of posting if posted to or from a place outside Australia;
 - (c) if sent by facsimile, when the sender's fax machine produces a report confirming the successful transmission of the entire notice including the relevant number of pages and the correct destination fax machine number or name of recipient; or
 - (d) if sent by electronic message, when the sender receives an automated message confirming delivery or eight hours after the message has been sent (as recorded on the device from which the sender sent the message) unless the sender receives an automated message that the electronic message was not delivered or the sender knows or reasonably should know that there is a network failure and accordingly knows or suspects that the electronic message was not delivered,
- 3. Unless a notice is received after 5.00 pm on a Business Day in the place of receipt or at any time on a non Business Day, in which case, that notice is deemed to have been received at 9.00 am on the next Business Day.

25. Custody of Records

- 1. Except as otherwise provided in this constitution, the Secretary shall keep in his or her custody or under his or her control all electronic and physical records including books, documents and securities of U3A Castlemaine.
- 2. In addition to the records specified in subclause 17.2 the Secretary will make available to a Member on request the constitution and any policies and guidelines approved by the Committee for the management of the affairs of U3A Castlemaine.

26. Funds

1. The funds of U3A Castlemaine shall be derived from annual subscriptions, donations, grants, fund raising activities and such other sources as the Committee may determine from time to time.

27. Winding Up or Cancellation

1. In the event of winding up or cancellation of the incorporation of U3A Castlemaine, the assets of U3A Castlemaine shall be distributed to other similar non-profit organisations and in accordance with the provisions of the Act.

Authorisation

The Constitution was approved by a Special General Meeting of members held in June 2012.

Amendments to the Constitution were approved by a Special General Meeting of members held on 29 January 2016.



Appendix 1 : U3A Castlemaine Inc.: FORM OF APPOINTMENT OF PROXY

I of

Being a voting member of U3A Castlemaine Inc.

Hereby appoint of

Being a voting member of U3A Castlemaine Inc., as my proxy to vote for me on my behalf at the Annual General Meeting / Special General Meeting / General Meeting (as the case may be) of U3A Castlemaine,

to be held on the day of 20 and at any adjournment of that meeting. My proxy is authorised to vote in favour of/ against the resolution (insert details)

Signed

..... day of 20



Appendix 2 : U3A Castlemaine Inc.: NOMINATION FOR OFFICE

Nomination forms are to be signed by two members of U3A Castlemaine Inc. and have the written consent of the nominee. Completed forms should reach the Secretary at least seven days before the date of the Annual General Meeting.

We and

Nominate

of

For the position of

President { } Treasurer { } Vice President. { } Secretary { } Member of the Committee { }

I accept the above nomination