

U3A BROADBEACH INC.

REVISED CONSTITUTION

Prepared in March 2023 for vote at

Annual General Meeting

5 May 2023

U3A BROADBEACH INCORPORATED

CONSTITUTION RULES

1 Name

- 1.1 The name of the incorporated Association shall be the University of the Third Age Broadbeach Incorporated with the abbreviated title of U3A Broadbeach Inc.

2 Definitions

- 2.1 For the purpose of the Constitution Rules:
- a) 'Association' mean U3A Broadbeach Inc.
 - b) 'U3A' means University of the Third Age; a learning community organised by and for people who are over the age of 55.
 - c) 'Third Age' in general means that stage of life when full-time employment has ceased, major family responsibilities have been met and active retirement prevails.
 - d) 'Ordinary Member' means a person who meets the eligibility criteria and is a financial member.
 - e) 'Life Member' means a person who is granted membership for life without payment of any application and/or membership fee, is entitled to vote and is eligible for nomination to any office in the Association.
 - f) 'Associate Member' means a person whose primary membership of U3A is with another branch of U3A.
 - g) 'Chairman' wherever used in these Rules, shall mean the person in charge of a meeting of the Association, or any of its Committees, regardless of their gender.

3 Objectives

- 3.1 The objectives of the Association are:
- a) To provide members with academic, cultural, recreational and social programmes which offer stimulation and development.
 - b) To provide facilities for members, irrespective of background, qualification or financial circumstances for the enhancement of their knowledge and/or the broadening of their intellectual horizons.
 - c) To create an Association wherein co-operative investigation of a topic or area of mutual interest is a major focus of activities, and where experience and expertise are freely shared.
 - d) To operate in such ways that learning is pursued without reference to entry criteria, qualifications, assessments or awards.
 - e) To operate at all times in a non-political and non-sectarian manner.
 - f) To act with other organisations to improve the status and position of seniors in the community.
 - g) To exchange ideas and resources with other Universities of the Third Age, both in Australia and overseas.

- h) To encourage the extension of Universities of the Third Age throughout Australia.

4 Powers of the Association

- 4.1 The Association has the powers of an individual.
- 4.2 The Association may, for example:
 - a) Enter into contracts; and
 - b) Acquire, hold, deal with and dispose of property; and
 - c) Make charges for services and facilities it supplies; and
 - d) Do other things necessary or convenient to be done in carrying out its affairs.
- 4.3 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

5 Membership

- 5.1 The Membership of the Association shall consist of Ordinary Members, Life Members and Associate Members.
 - ‘**Ordinary Member**’ means a person who has entered the Third Age as defined in Rule 2.1 c) and is a financial member.
 - ‘**Life Member**’ means a current or former member whose contribution to the Association has been outstanding, who is granted membership for life without payment of any membership fees, is entitled to vote at meetings of the Association and is eligible for nomination into an office of the Association.
 - ‘**Associate Member**’ means a person who is a financial member of another U3A organisation within Australia or internationally and who applies for secondary membership of U3A Broadbeach. Being a financial member of another U3A organisation does not automatically entitle a person to membership of U3A Broadbeach as entitlement may vary in accordance with reciprocal arrangements in place at any given time.
- 5.2 The number of Ordinary Members and Associate Members is unlimited.
- 5.3 The number of Life Members shall not be limited and shall be determined by the following criteria:
 - a) 20 years membership of the Association and/or
 - b) exemplary contribution to the functioning and operation of the Association.
- 5.4 The normal duration of membership shall be the period of 1 January to 31 December annually.
- 5.5 Every application for membership shall be in writing or via online registration and be in such form as the Management Committee prescribes. Applications may be lodged with the Secretary via post together with the appropriate fee for the initial membership period.

6 Membership Fees

- 6.1 The membership fee for each Ordinary Member

- a) shall be the sum proposed by the Management Committee and approved by the members at any general meeting; and
 - b) is payable when, and in the way, the Management Committee decides.
- 6.2 The Management Committee may vary the normal duration of membership to allow for a half-yearly membership, being one half of the prescribed amount to be levied on or after 1 July.

7 Termination of Membership

- 7.1 A member may resign from the Association at any time by giving notice in writing to the Secretary.
- 7.2 Such resignation take effect at:
- a) The time the notice is received by the Secretary
 - b) If a later time is specified in the notice, the later time.
- 7.3 The Management Committee may terminate a member's membership if the member:
- a) Is convicted of an indictable offence; or
 - b) Does not comply with any of the provisions of the Rules; or
 - c) Has membership fees in arrears for at least two (2) months; or
 - d) Conducts himself or herself in a way considered injurious or prejudicial to the character and interests of the Association.
- 7.4 Before the Management Committee terminates a member's membership, the Committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 7.5 If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary of the Committee must give the member a written notice of the decision.

8 Appeals

- 8.1 A person whose membership has been terminated may, within one month of receiving written notification thereof, lodge with the Secretary written notice of his/her intention to appeal the decision of the Management Committee.
- 8.2 Upon receipt of a notification of intention to appeal again termination of membership, the Secretary shall convene, within three months of the date of receipt of the notice, a General Meeting to determine the appeal.
- 8.3 At any such meeting the applicant shall be given the opportunity to present his/her case, and the Management Committee or those members thereof who terminated the membership subsequently, shall have the opportunity to present the counter-case.
- 8.4 The appeal shall be determined by majority vote of those financial members present at the General Meeting.
- 8.5 Where a person does not appeal against the decision of the Management Committee within the time prescribed by these Rules, or so appeals but the appeal is unsuccessful, the Association shall forthwith refund the amount of any fee paid.

9 Register of Members

- 9.1 The Management Committee shall keep a register of the names, email addresses and phone numbers of all persons admitted to membership of the Association and the dates of their admission.
- 9.2 The particulars shall also be entered of any resignation, termination and/or reinstatement of membership, and any further particulars as the Management Committee or the Members at any General Meeting may require from time to time.

10 Prohibition on the use of information on the Register of Members

- 10.1 A member of the Association must not:
 - a) Use the information obtained from the Register of Members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - b) Disclose information obtained from the Register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes
- 10.2 Subrule (1) does not apply if the use of disclosure of the information is approved by the Association.

11 Powers of the Management Committee

- 11.1 The Management Committee of the Association shall have the following powers with respect to the conduct of Association business:
 - a) To buy, sell and/or deal in all kinds of articles, commodities and provisions, both liquid and solid.
 - b) To purchase, lease, exchange, hire and/or otherwise acquire any land, buildings, easements or property, real or personal, and any rights or privileges which may be requisite for the purpose of, or capable of, being conveniently used in connection with any of the Objectives of the Association; provided that, if the Association takes or holds any property which may be subject to any Trusts, the Association shall only deal with the same in such manner as is allowed by law, having regard to such Trusts.
 - c) To enter into any arrangements with any Government body or Authority that are incidental or conducive to the attainment of the Objectives of the Association; to obtain from such Government body or Authority any rights, privileges and concessions which are desirable to obtain; to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
 - d) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences, which may directly or indirectly advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in construction, improvement, maintenance, development, working management, carrying out, alteration and control thereof.

- e) To invest and deal with the money of the Association not immediately required, in such a manner as may from time to time be thought fit.
- f) To borrow, raise money, either alone or jointly, with any other person or legal entity in such a manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise, to represent or secure any monies and further advances borrowed or to be borrowed or unsecured debentures or debenture stock, perpetual or otherwise, or by mortgage, charge, lieu or other security upon the whole or any part of the incorporated Association's property or assets present or future and to purchase, redeem or pay off any such securities.
- g) To take any gift or property whether subject any special trust or not, but subject always to the provision of Rule 11(b).
- h) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the form of donations, annual subscriptions or otherwise.
- i) To make such donations for charitable or community purposes of such causes as may be deemed to be appropriate.
- j) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Association.
- k) To remunerate any person or body corporate for such services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes or debentures or other securities of the incorporated Association or promotion in the furtherance of its Objectives.
- l) To print and publish any newsletters, periodicals, books or leaflets that the Association may think desirable for the promotion of its Objectives.
- m) To undertake any other activity which is conducive to the attainment of the Objectives and the exercise of the powers of the Association.

12 Membership of the Management Committee

- 12.1 A Management Committee shall be elected in accordance with these Rules at each Annual General Meeting. The Management Committee of the Association shall consist of at least nine (9) members, but not more than twelve (12) members and shall include a President, Vice President, Secretary and Treasurer, which four officers will constitute the Executive of the Management Committee.
- 12.2 It shall be the duty of the Executive Committee to transact any urgent business of the Association that may arise between Management Committee meetings and to submit a report of any such business transacted by it to the next meeting of the Management Committee, provided always that the Executive Committee shall not incur expenditure in excess of five thousand dollars (\$5,000).
- 12.3 Members of the Management Committee shall be elected for a two-year term, with half the members standing down at each Annual General Meeting.

- 12.4 At the Annual General Meeting members of the Management Committee who have completed their two-year term shall retire from office but shall be eligible, upon nomination, for re-election, subject to subrule 12.6.
- 12.5 The maximum term of office for the President, Vice President, Secretary and Treasurer is to be limited to two consecutive two-year terms, that is a total of four years consecutive service, with a mandatory two-year break before re-election to the same position.
- 12.6 The maximum term of office for any other Management Committee member is to be limited to ten consecutive years, with a mandatory two-year break before re-election to the Committee.
- 12.7 The election of officers and other members of the Management Committee shall take place in the following manner:
- a) Any two members of the Association may nominate other members to serve as officers or other members of the Management Committee;
 - b) Each nomination must be in writing and be signed by the member and his/her proposer and seconder and must be lodged with the Secretary before the published deadline, to be issued prior to the Annual General Meeting at which the election is to take place.
 - c) A list of candidates and the names of the members who nominated each candidate, must be circulated to members of the Association at least seven (7) days immediately preceding the election.
 - d) Balloting lists shall be prepared if necessary, containing the names of the candidates in alphabetical order and each financial member present at the Annual General Meeting shall be entitled to record one vote against each nomination.
 - e) Nominations may be taken from the floor of the meeting to fill any vacancy for which no written nomination has been received.
 - f) The Management Committee shall ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised of the amount of the Association's public liability insurance.

13 Appointment or election of Secretary

- 13.1 The Secretary must be an individual residing in Queensland, or in another State but not more than 65 kms from the Queensland border, who is:
- a) a member of the Association elected by the Association as Secretary; or
 - b) any of the following persons appointed by the Management Committee as Secretary:
 - (i) a member of the Association's Management Committee
 - (ii) another member of the Association
- 13.2 If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure that a Secretary is appointed or elected for the Association within one (1) month after the vacancy happens.

- 13.3 If the Management Committee appoints a person mentioned in subrule 13.1 b) as Secretary to fill a **temporary** vacancy, the person does not become a member of the Executive of the Management Committee.
- 13.4 If the Management Committee appoints a person mentioned in subrule 13.1 b) as Secretary to fill a **casual** vacancy, the person becomes a member of the Executive of the Management Committee.
- 13.5 In this Rule, **casual vacancy** means a vacancy that happens when the Secretary resigns, dies, or otherwise stops holding office.

14 Functions of the Secretary

- 14.1 The Secretary's functions include, but are not limited to:
- a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association; and
 - b) keeping minutes of each meeting; and
 - c) keeping copies of all correspondence and other documents relating to the Association; and
 - d) ensuring that the Register of Members of the Association is maintained.
- 14.2 On written request of a financial member of the Association, making available at the office of the Association, such minutes, financial statements and books of records as requested, to the said member within one calendar month of receipt of such request.

15 Vacancies on the Management Committee

- 15.1 The Management Committee shall have the power to appoint a financial member, who may or may not be a member of the Management Committee, to fill a casual vacancy of the Executive of the Management Committee until the next Annual General Meeting.
- 15.2 The Management Committee shall have the power to appoint a financial member to fill a casual vacancy on the Management Committee until the next Annual General Meeting.
- 15.3 Any member so appointed shall retire at the next Annual General Meeting but shall be eligible for election, upon nomination, at such meeting.
- 15.4 In this Rule, **casual vacancy** on the Management Committee means a vacancy that happens when an elected member of the Management Committee resigns, dies, or otherwise stops holding office.

16 Resignation, termination of Management Committee member

- 16.1 A member of the Management Committee may resign from the Committee by giving written notice of resignation to the Secretary.
- 16.2 The resignation takes effect at:
- a) The time the notice is received by the Secretary; or
 - b) If a later time is stated in the notice, at the later time.

- 16.3 A member may be removed from office at a General Meeting of the Association, convened for that purpose, if a majority of the members present and eligible to vote at the meeting, vote in favour of removing the member.
- 16.4 Before a vote of members is taken about removing a member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 16.5 A member has no right of appeal against the member's removal from office under this Rule.
- 16.6 A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

17 Functions of the Management Committee

- 17.1 Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any General Meeting, the Management Committee:
 - a) Shall have the general control and management of the affairs, property and funds of the Association; and
 - b) Shall have authority to interpret the meaning of these Rules and rule on any matter relating to the Association, about which these Rules are silent, but any interpretation shall have regard to the Act, including regulation made under the Act; and
 - c) May exercise all powers of the Association as contained in Rule 11.

18 Meetings of the Management Committee

- 18.1 The Management Committee will meet at least once in every two calendar months to exercise its functions:
 - a) The Management Committee shall decide how a meeting is to be called.
 - b) Notice of a meeting is to be given in a way decided by the Management Committee.
 - c) The Management Committee may hold meetings, or permit a Committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in the discussions as they happen.
 - d) A Committee member who participates in a meeting as mention in subrule c) is taken to be present at the meeting.
- 18.2 At every meeting of the Management Committee, one half of the members currently on the Committee plus one shall constitute a quorum.
- 18.3 Subject to the provisions of these Rules, the Committee may meet together and regulate its proceedings as it thinks fit, provided the motions shall be decided by a majority of votes. In the case of an equality of votes on any motion, the motion shall be decided by the extra or casting vote of the President.
- 18.4 A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held.

- 18.5 A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which that member is interested or any matter arising there from.
- 18.6 The President shall reside as Chairman at every meeting of the Management Committee. If there is no President, or if at any meeting he/she is not present within ten minutes of the time appointed for holding the meeting, the Vice President shall be Chairman. If the Vice President is not present at the meeting, then the members may choose one of their number to be Chairman of the meeting.
- 18.7 If within ten minutes from the time appointed for the commencement of the Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any case, it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Management Committee may determine. If at the adjourned meeting, a quorum is not present within ten minutes from the time appointed for the meeting, the meeting shall lapse.

19 Sub-committees

- 19.1 The Management Committee may appoint Sub-committees consisting of such members of the Association as the Management Committee thinks fit. Any Sub-committee shall, in carrying out its duties, conform to any regulations imposed by the Management Committee.
- 19.2 A Sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes of the time appointed for holding the meeting, the members present may choose one of their number to be the Chairman of the meeting.
- 19.3 A Sub-committee may meet and adjourn as it thinks proper. Motions arising at any meeting shall be determined by a majority of votes of the Sub-committee members present. In the case of an equality of votes, the motion shall be decided by the extra or casting vote of the Chairman.
- 19.4 All acts done by any meeting of the Management Committee or of a Sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

20 Annual General Meeting

- 20.1 Subject to these Rules, the Annual General Meeting shall be held within six (6) months of the close of the Association's financial year.
- 20.2 The business to be transacted at every Annual General Meeting shall be:
- a) The receiving of the Committee reports and the Balance Sheet and Statement of Accounts for the preceding financial year;

- b) The receiving of the Auditor's report on the books and accounts for the preceding financial year;
- c) The election of members of the Management Committee;
- d) The appointment of the Auditor;
- e) Other matters as determined by the Management Committee; and
- f) Other matters raised from the floor.

21 Convening of General Meetings

- 21.1 The Secretary shall convene a General Meeting of members:
- a) When directed to do so by the Management Committee; or
 - b) On being given a requisition in writing signed by not less than twenty-five (25) members clearly stating the purpose for which the General Meeting is required.
- 21.2 The Secretary shall convene all General Meetings of the Association by giving not less than fourteen (14) days' notice of such meetings. The manner in which such notice is given shall be determined by the Management Committee.
- 21.3 If the Secretary is unable or unwilling to call the meeting, the President shall call the meeting.
- 21.4 However, notice of the following meetings must be given in writing:
- a) A meeting called to hear and decide the appeal of a person against the Management Committee's decision to terminate the person's membership of the Association;
 - b) A meeting called to hear and decide a proposed special resolution of the Association;
- 21.5 A notice of a General Meeting shall state the business to be conducted at the meeting.

22 Quorum at Meetings

- 22.1 At the Annual or any General Meeting, double the number of members presently on the Management Committee plus one shall constitute the quorum.
- 22.2 No business shall be transacted at any Annual or General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 22.3 If within ten minutes of the scheduled time of the commencement of any Annual or General Meeting a quorum is not present, the meeting shall stand adjourned for fourteen (14) days to a time and place of which every member shall receive due notice. If within ten minutes of the scheduled time of commencement of such adjourned meeting, a quorum is not present, the meeting shall proceed with those members present.

23 Procedure at Meetings

- 23.1 Unless otherwise provided by these Rules, at every meeting:
- a) The president shall preside as Chairman. If there is no President, or if he/she is not present within ten minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Vice President shall be Chairman. If the

Vice President is not present or is unwilling to act, then the members shall elect one of their number to be Chairman of the meeting.

- b) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.
- c) Every question, matter or resolution shall be decided by majority vote of the financial members present.
- d) Every financial member present at a General Meeting shall be entitled to one vote and, in the case of an equality of votes, the Chairman shall have a second or casting vote.
- e) At a General Meeting voting shall be by a show of hands, or a division of members – unless not less than ten financial members request a ballot, in which event there shall be a secret ballot. The Chairman will appoint two members to conduct the secret ballot in such a manner as he/she shall determine and the results of the ballot as declared by the Chairman shall be deemed to be the resolution of the motion for which the ballot was demanded.
- f) The Secretary shall cause full and accurate Minutes of all questions, matters, resolutions and other proceedings of every Management Committee Meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.
- g) To ensure accuracy, the Minutes of every Management Committee Meeting shall be signed by the Chairman of the meeting or the Chairman of the next succeeding Management Committee Meeting verifying their accuracy.
- h) Similarly, the Minutes of every General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting.
- i) However, the Minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting or Annual General Meeting.

24 By-laws

- 24.1 The Management Committee may from time to time make, amend or repeal By-laws consistent with these Rules for the internal management of the Association and these shall be published in the Newsletter. Any By-law may be set aside by a General Meeting of members.

25 Alteration of the Rules

- 25.1 Subject to the provisions of the *Associations Incorporation Act (1981)*, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting
- 25.2 Any amendment, rescission or addition to these Rules will be valid only after it has been registered with the Chief Executive of the Department administering the Act.

26 Fund and Accounts

- 26.1 The funds of the Association shall be banked in the name of the Association in such Financial Institution as the Management Committee may from time to time direct.
- 26.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 26.3 Proper books and accounts shall be kept and maintained, showing correctly the financial affairs of the Association and the particulars usually shown in books of like nature.
- 26.4 All monies shall be banked as soon as practicable after being received.
- 26.5 A payment by the Association of \$100.00 or more shall be made by cheque or electronic transfer.
- 26.6 If a payment of \$100.00 or more is made by cheque, the cheque must be signed by any two (2) of President, Secretary, Treasurer or any other member approved by the Association's Management Committee.
- 26.7 Cheques shall be crossed 'Not Negotiable' except those in payment of Petty Cash recoupment which may be open.
- 26.8 The Management Committee shall determine the amount of Petty Cash which shall be kept on the Imprest system.
- 26.9 All expenditure shall be approved and ratified at a Management Committee meeting.

27 General financial matters

- 27.1 On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of the Association's financial year, ensure a financial statement for its last reportable period is prepared.
- 27.2 The income and property of the Association shall be used and applied solely in the promotion of the objectives and in the exercise of its powers.

28 Documents

- 28.1 The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

29 Distribution of surplus assets to another entity

- 29.1 This Rule applies if the Association:
 - a) Is wound up under part 10 of the Act; and
 - b) Has surplus assets.
- 29.2 The surplus assets must not be distributed among the members of the Association.
- 29.3 The surplus assets must be given to another entity:
 - a) Having objects similar to the Association's objectives; and
 - b) The rules of which prohibit the distribution of the entity's income and assets to its members.
- 29.4 In this Rule, **surplus assets** see section 92 (3) of the Act.

30 Members Codes of Conduct and Complaint Handling

- 30.1 The Management Committee of the Association shall develop and publish acceptable Codes of Conduct for members which may include, but is not limited to:
- a) Physical and verbal behaviours during Association events, meetings and other activities;
 - b) Posting and commenting on social media platforms when referring to either the Association or any of its members;
 - c) Any other behavioural matters which are necessary to meet the legislative obligations of the Association;
 - d) Complaint, investigation and disciplinary procedures which may be required to ensure any breaches of the Codes of Conduct are properly and fairly considered using a process based on natural justice. Such procedures must include the opportunity for members to seek mediation as a method to resolve a complaint.
- 30.2 All members of any sub-category shall be required to agree to abide by the Codes of Conduct as a condition of membership.