

# UNIVERSITY OF THE THIRD AGE TOWNSVILLE INCORPORATED RULES

(Approved by Department of Fair-Trading 10<sup>th</sup> June, 2010)

## **PART I PRELIMINARY DEFINITIONS**

- 1.1** The "Association" means University of the Third Age Townsville Inc., known as U3A Townsville.
- 1.2** "Special general meeting" means a general meeting of the Association other than an annual general meeting or scheduled general meeting.
- 1.3** The "Act" means the Associations Incorporation Act 1981 (Qld).
- 1.4** The "Regulation" means the Associations Incorporation Regulation 1999 (Qld).
- 1.5** The designation Third Age includes all active learners (not seeking formal certification) beyond schooling and vocational training.

## **PART 2 NAME**

The name of the incorporated association is University of the Third Age Townsville Inc. (the Association).

## **PART 3 AIMS AND OBJECTIVES**

- 3.1** U3A Townsville Inc. is established as a fully independent, non-political, non-sectarian, non-profit-making organisation.
- 3.2** The Association aims to bring together people who wish to study and share their knowledge through further education.

## **PART 4 MEMBERSHIP**

- 4.1** U3A membership is not related to a specific age but to a period in one's life (the third age) after the second age of full-time employment and parental responsibility. Anybody in their third age can join U3A and this includes people who are working part time. There is no lower age for membership.
- 4.2** All classes of membership are open to people who accept the Rules of the Association. No formal academic qualifications are required, and none are given.
- 4.3** Application for membership must be made on the Association's membership Application Form, duly signed, and accompanied by the payment for full subscription. A membership year is the calendar year (1st January to 31st December). The membership subscriptions shall be fixed each year by the Management Committee and endorsed by members at the following general meeting.

- 4.4** The membership of the Association shall consist of ordinary members, and in addition there shall be a class of members known as Honorary Members. Admission to the position of Honorary Membership shall be by invitation from time to time of the Management Committee and shall comprise persons active in community affairs or membership of the community who have, over a lengthy period of time, given special service to the Association, especially as tutors.
- 4.5** Membership is maintained by paying the annual subscription by the closing date no later than the Annual General Meeting.
- 4.6** A member who resigns or has their membership terminated shall not be entitled to refund of any subscription paid.
- 4.7** A member may have his or her membership terminated by the Management Committee, if in the opinion of the Management Committee, the conduct of such member is deemed detrimental to the best interests of the Association.
- 4.8** 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.
- 4.9** 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.
- 4.10** A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- 4.11** A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- 4.12** If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.
- 4.13** The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 4.14** At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 4.15** Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 4.16** An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

#### **4.17 REGISTER OF MEMBERS**

The Treasurer and/or Secretary shall establish and maintain a register of members of the Association with the name, address, and dates of original and current membership of each member. The register of members shall be kept by the Association. The register shall be open for inspection by any member of the Association providing that such information remains confidential within the Association. This register is to remain the property of the Association and shall not be assigned for any purpose whatever to any other organisation.

#### **4.18 RESOLUTION OF INTERNAL DISPUTES**

**4.18.1** Disputes between members (in their capacity as members) of the Association and disputes between members and the Association are to be referred to a Dispute Resolution Centre for mediation in accordance with the Dispute Resolution Centre's Act 1990.

**4.18.2** At least seven (7) days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

### **PART 5 MANAGEMENT COMMITTEE**

**5.1** Subject to these rules, or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.

**5.2** The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

**5.3** The management committee may exercise the powers of the association -

**5.3.1** to borrow, raise or secure the payment of amounts in a way the members of the association decide; and

**5.3.2** to secure the amounts mentioned in subrule 5.3.1 or the payment or performance of any debt, liability, contract, guarantee, or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and

**5.3.3** to purchase, redeem or pay off any securities issued; and

**5.3.4** to borrow amounts from members and pay interest on the amounts borrowed; and

**5.3.5** to mortgage or charge the whole or part of its property; and

- 5.3.6** to issue debentures and other securities, whether outright or as security for any debt, liability, or obligation of the association; and
  - 5.3.7** to provide and pay off any securities issued; and
  - 5.3.8** to invest in a way the members of the association may from time to time decide.
- 5.4** For subrule 5.3.4, the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by -
  - 5.4.1** the financial institution for the association; or
  - 5.4.2** if there is more than 1 financial institution for the association - the financial institution nominated by the management committee.
- 5.5** Subject to the Act, the Regulation, these Rules, and any resolution passed by the Association in a general meeting, the Management Committee has the duty and the power to perform all such acts and do all such things as appear to them to be necessary or desirable for the proper management of the affairs of the Association.
  - 5.5.1** All classes of membership are eligible to vote at all meetings of the Association, and to be elected to the Management Committee.
  - 5.5.2** The Management Committee shall be elected from the membership of the Association and shall hold office until the next annual general meeting (AGM) (Section 5.2).
  - 5.5.3** The Management Committee shall consist of a minimum of six and a maximum of fifteen members.
  - 5.5.4** In the event of a casual vacancy occurring in the membership of the Management Committee, the President, with the concurrence of the existing members of the Management Committee, may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the next AGM.
- 5.6 ELECTION OF COMMITTEE MEMBERS**
  - 5.6.1** Nominations for election to the Management shall be
    - 5.6.1.1** made in writing, signed by a member of the Association and the person nominated,
    - 5.6.1.2** lodged with the Secretary before the AGM at which the nominee is standing for election.

- 5.6.2** If insufficient nominations are received to fill all vacancies, the candidates nominated will be subject to election at the AGM, and further nominations are to be received at the AGM. If insufficient further nominations are received, any remaining vacant positions are taken to be casual vacancies.
- 5.6.3** If the number of nominations received exceeds the vacancies, a ballot is to be held. Such ballot is to be conducted at the AGM in such usual and proper manner as the Management Committee may direct.
- 5.6.4** At each annual general meeting (AGM) of the Association, the members of the Management Committee must retire from office. They are then eligible, on renomination, for re-election to any position on the Management Committee

## **5.7 POSITIONS ON MANAGEMENT COMMITTEE**

The Principal Officers shall be the President, the Vice President, the Treasurer, and the Secretary. The Management Committee shall have the authority to combine appointments where it sees fit to do so. The Management Committee has the power to form special sub-committees and to co-opt members. All Management Committee and sub-committee positions are honorary.

- 5.7.1 Duties of the Secretary.** The Secretary of the Association shall keep minutes of:
  - 5.7.1.1** all appointments of Principal Officers and ordinary members of the Management Committee.
  - 5.7.1.2** the names of Management Committee members present at any Management Committee meeting or general meeting,
  - 5.7.1.3** proceedings at Management Committee meetings and general meetings. Minutes of proceedings at a meeting must be signed by the Chairperson of that meeting or by the Chairperson of the next succeeding meeting.
- 5.7.2 Duties of the Treasurer.** It is the duty of the Treasurer to ensure:
  - 5.7.2.1** That all money due to the Association is collected and receipted and that all payments authorised by the Association are made.
  - 5.7.2.2** That correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditures connected with the activities of the Association.
  - 5.7.2.3** That all monies received are deposited as soon as practicable to the credit of the Association's bank account.

**5.7.3** A person ceases to be a Management Committee member if that person:

**5.7.3.1** ceases to be a member of the Association, or

**5.7.3.2** resigns office by notice in writing given to the Secretary, or

**5.7.3.3** becomes a mentally incapacitated person, or

**5.7.3.4** fails to attend three consecutive Management Committee meetings unless leave of absence has been previously granted.

## **5.8 MEETINGS AND QUORUM**

**5.8.1** The Management Committee shall meet a minimum of six times in each calendar year.

**5.8.2** A quorum of the Management Committee shall be half of its members, one of whom shall be the President or the President's nominee.

## **5.9 VOTING AND DECISIONS**

Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee shall be determined by a majority of the votes of the members of the Management Committee or sub-committee present at the meeting.

## **5.10 RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER**

**5.10.1** A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.

**5.10.2** The resignation takes effect at -

**5.10.2.1** the time the notice is received by the secretary; or

**5.10.2.2** if a later time is stated in the notice - the later time.

**5.10.3** A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

**5.10.4** Before a vote of members is taken about removing the 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.

**5.10.5** A member has no right of appeal against the member's removal from office under this rule.

**5.10.6** A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## **PART 6 GENERAL MEETINGS**

### **6.1 GENERAL MEETINGS**

**6.1.1** The Association shall hold an Annual General Meeting in March of each year. Members will be notified prior to the holding of the Meeting.

**6.1.2** Other General Meetings shall be held as determined by the Management Committee.

### **6.2 PROCEDURE AT GENERAL MEETINGS**

**6.2.1** A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

**6.2.2** A member who participates in a meeting as mentioned in subrule 6.2.1 is taken to be present at the meeting.

**6.2.3** At each general meeting -

**6.2.3.1** the president is to preside as chairperson; and

**6.2.3.2** if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and

**6.2.3.3** the chairperson must conduct the meeting in a proper and orderly way.

### **6.3 ANNUAL GENERAL MEETING**

**6.3.1** The business of the Annual General Meeting shall be:

**6.3.1.1** to confirm the minutes of the previous Annual General Meeting and any special general meeting held since that meeting,

**6.3.1.2** to receive from the President a report of the activities of the Association during the preceding year,

**6.3.1.3** to receive the annual financial report,

**6.3.1.4** to elect members to the Management Committee for a term of one year commencing at the conclusion of the meeting.

**6.3.1.5** to transact any other business of which due notice was given one month prior to the date of the meeting.

#### **6.4 SPECIAL GENERAL MEETING**

**6.4.1** Special General Meetings of the Association may be called at the discretion of the Management Committee or in response to a written submission by at least 5% of the total number of members of the Association. A request by members for a special general meeting must state the purpose(s) of the meeting and must be signed by the requesting members and be lodged with the Secretary.

**6.4.2** Special General Meetings may or may not be held in conjunction with any General Meeting.

**6.4.3** Special General Meetings must be held within four weeks after the written request has been received.

#### **6.5 QUORUM AT GENERAL MEETINGS**

**6.5.1** At any general meeting the number of members required to constitute a quorum shall be double the number of members currently serving on the Management Committee plus one.

**6.5.2** If no quorum is present within 30 minutes of the time set for the commencement of the meeting of any AGM or Special General Meeting, the meeting:

**6.5.2.1** if convened on the requisition of members, shall lapse, or

**6.5.2.2** in any other case, with the agreement of the members present, shall be adjourned to a time, date and place stated at the time of the adjournment within 14 days of the adjourned meeting.

**6.5.3** If, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the members present (being at least three (3)) shall constitute a quorum.

#### **6.6 VOTING AT GENERAL MEETINGS**

**6.6.1** Each member present shall be entitled to one vote at any meeting of the Association.

**6.6.2** Questions are determined by a majority of votes.

**6.6.3** Where a formal vote is taken by ballot the meeting shall appoint a Returning Officer to supervise the vote.

## 6.7 NOTICES

Notices of the Annual and General Meetings shall be sent to all members at least fourteen (14) days before the meeting, this notice normally being published in a Newsletter of the Association.

## PART 7 MISCELLANEOUS

### 7.1 INSURANCE

The Association shall effect and maintain Public Liability Insurance and may effect and maintain other insurance.

### 7.2 FUNDS

**7.2.1** The funds of the Association shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.

### 7.3 FUNDS MANAGEMENT

**7.3.1** Subject to any resolution passed by the Association at a General Meeting, the funds of the Association shall be used only in pursuance of the objectives of the Association in such a manner as the Management Committee decides. No single expenditure shall be above \$200 without the consent of the Management Committee. No portion of the Association's funds shall be paid or distributed directly or indirectly to the members, except as reimbursement for expenses incurred.

**7.3.2** **Two** of the Principal Officers authorised by the Management Committee shall sign all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments, **provided that one of the persons who signs must be the President, the Secretary, or the Treasurer.** Where in any year the Management Committee has combined any designated offices so as to be held by one person, a second signature of another designated officer, being a separate person, shall be required, **provided that one of the persons who signs must be the President, the Secretary, or the Treasurer.**

**7.3.3** The financial year shall be the 1<sup>st</sup> day of January to the 31<sup>st</sup> day of December.

### 7.4 DOCUMENTS

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

## **7.5 ALTERATION OF RULES**

**7.5.1** Subject to the Associations Incorporation Act 1981, these rules may be amended repealed or added to by a special resolution carried at a general meeting.

**7.5.2** However an amendment, repeal or addition is valid only if it is registered by the chief executive of the department administering the Act.

## **7.6 COMMON SEAL**

**7.6.1** The common seal of the Association shall be kept in the custody of the Management Committee.

**7.6.2** The common seal must not be affixed to any Instrument except by the authority of the Management Committee and the affixing of the common seal must be attested to by the signatures of two members of the Management Committee, **provided that one of the persons must be the President, the Secretary, or the Treasurer.**

## **7.7 INSPECTION OF BOOKS**

The records, books and other documents of the Association shall be open to inspection, free of charge, to any member of the Association at any reasonable hour.

## **7.8 SERVICE OF NOTICES**

For the purpose of these Rules, a notice may be served by or on behalf of the Association on any member either personally or by post to the member's address as shown in the register of members.

## **7.9 DISSOLUTION**

**7.9.1** This rule applies if the association –  
(1) is wound-up under part 10 of the Act, and  
(2) has surplus assets.

**7.9.2** The surplus assets must not be distributed among the members of the association.

**7.9.3** The surplus assets must be given to another entity –  
(1) having objects similar to the association's objects, and  
(2) the rules of which prohibit the distribution of the entity's income and assets to its members.

**7.9.4** In this rule – surplus assets section Section 92(3) of the Act.