

## **U3A YARRA CITY RULES (November 2013)**

Incorporated under the *Associations Incorporation Reform Act 2012* (Vic) **(the Act)**

### **The Association**

1. The name of the Association is: U3A Yarra City.
2. The purposes of the Association are:
  - To provide lifelong learning and social activity as a means of stimulating participation by senior people in community life;
  - To harness the cultural diversity, life experience and knowledge of older people, using this to improve the quality of life of our peers;
  - To provide affordable self-help educational and recreational programs for mature adults; and
  - To foster relationships with organisations within the community which have complementary or compatible aims.
3. The Association has power to do all things that help it to achieve these Purposes.
4. The Association and its Committee may only exercise their powers and use the income and assets of the Association for the Purposes of the Association.

### **Financial year**

5. The financial year of the Association starts on 1<sup>st</sup> of July each year.

### **Members**

6. Anyone who supports the Purposes of the Association may apply to join the Association as a member.
7. The Committee may set or change annual membership fees. Any changes to the amount must first be approved by members at a general meeting.
8. A person can apply to join the Association by submitting a written application to the Secretary. This can be done by mail, email, or in person by delivering it to the Association's office.
9. The Committee can approve or reject an application to join the Association. If the Committee rejects an application, it is required to write to the person and give reasons for that decision and return the membership fee.
10. A person becomes a member when:
  - the Association has received the person's membership fee (if any), and
  - when the person's name, address and/or email address and the date they became a member have been entered on the members' register.

Membership procedures should be completed within 28 days of receipt of the application and the Association must inform the person of the date when their membership began.

11. Members may choose to stop being a member of the Association at any time by writing to the Secretary. The Association will not refund membership fees already paid.
12. Membership fees fall due on 31<sup>st</sup> December of each year for the next calendar year. Members must pay the annual membership fee within one month of it falling due. If a member does not pay in time, they will receive a letter warning them that their membership will be suspended until payment is received.  
(When membership is suspended, a member cannot exercise their membership rights, such as voting at the Annual General Meeting).
13. Members have rights and liabilities as set out in the Act and in these rules.
14. Each member's liability is limited to the annual membership fee.
15. An associate member is a full member of another U3A - a copy of receipt is required.
16. Associate members are eligible for a membership fee discounted to half of the full membership fee.
17. An associate member may not stand for election to the committee and may not vote at a general meeting.
18. Guest speakers or tutors who are not enrolled in any classes are deemed to be honorary members for the duration of the series of talks or classes they are presenting. They are not required to pay the annual membership fee and may not stand for election to the committee or vote at a general meeting.

### **Members' access to documents**

19. A member may, subject to rules 21 to 23, inspect the rules of the Association, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time.
20. A member may write to the Secretary asking for copies of these documents (with the exception of the members' register). The Secretary may charge a reasonable fee for providing copies.
21. The Secretary may refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.
22. Members may inspect Committee meeting minutes, unless the Committee feels for reasons of confidentiality this is not appropriate.
23. Members may write to the Secretary to ask that the Secretary restrict access to their details on the members' register if they have special circumstances. (The Secretary will decide if there are special circumstances, and will write to the member outlining the decision).

### **The Committee**

24. The Association is governed by a management committee (**the Committee**) that is made up of committee members (**Committee Members**).
25. The Committee can exercise all powers and functions of the Association (consistently with these Rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these Rules or the Act).

26. The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the committee in writing.

27. Committee Members are elected by members of the Association at the AGM.

28. The Committee is made up of the following roles:

- a. The President
- b. The Deputy President
- c. The Treasurer
- d. The Secretary

**Note: the Secretary role used to be called Public Officer, and has special responsibilities under the Act)**

- e. The Program Coordinator

(These are the **Offices**)

- f. Up to 4 Ordinary Committee Members.

29. At the first Committee meeting after each AGM, the Committee will appoint Committee Members to any other positions with defined responsibilities.

30. The Secretary must live in Australia.

31. If the Secretary stops living in Australia, that person cannot remain the Secretary.

32. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary and inform CAV of the change of secretary within 14 days.

33. Each Committee Member finishes their time on the Committee (term) at the next AGM after they were appointed, but they can be elected again.

34. A member may nominate to be on the Committee by writing to the Secretary, and another member must support their nomination in writing. The supported nomination must be received at least 1 day before the AGM.

35. If the number of members nominated to be Committee Members at the AGM is equal to the number of Committee Members, the AGM Chair may declare the positions filled without holding a ballot.

36. If the number of applicants for the Committee is less than the number of positions, other members of the Association may be nominated by another member at the AGM.

37. A Committee Member stops being on the Committee if they:

- a. resign, by writing to the Committee or the Secretary
- b. are removed by a special resolution of members of the Association
- c. become insolvent (as the term is used in the *Corporations Act 2001*)
- d. become a represented person (under the *Guardianship and Administration Act 1986*), or
- e. die.

38. If a Committee Member stops being on the Committee before the end of their term in accordance with rule 37 above, or if a position was not filled by election at the last annual general meeting, the Committee may temporarily appoint a member of the Association to fill the vacancy on the Committee until the next AGM. The Committee may continue to act despite any temporary vacancy in its membership.

39. Among its other responsibilities, the Committee is responsible for making sure that:

- accurate minutes of general meetings and Committee meetings of the Association are made and kept, and
- all records, securities and relevant documents of the Association are kept properly.

### **Committee Meetings**

- 40.** The Secretary must give 7 days' notice of a Committee meeting to Committee Members unless the meeting is an urgent meeting.
- 41.** The Committee may decide how often it meets.
- 42.** Committee Members may attend meetings through technology (such as phone or video conferencing), so long as everyone can hear and be heard at the same time.
- 43.** The Chair of Committee Meetings is the President, or if the President cannot attend, the Deputy President, and if the President and Deputy President cannot attend, the Committee Members may elect who will be Chair for that meeting.
- 44.** If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.
- 45.** The majority (more than half) of Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).

### **General Meetings**

- 46.** The Association must hold an AGM within five months of the end of the Association's financial year.
- 47.** The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Committee Members. The notice of AGM must include any special business or motions to be considered.
- 48.** The Committee or a group of at least 10% of all members may call a Special General Meeting.
- 49.** At least 10% of the members (a quorum) must be present at a general meeting (either in person or through the use of technology, for the meeting to be held).
- 50.** Members may vote by proxy at general meetings.
- 51.** At least 21 days before the a general meeting notice must be provided to members in writing to each member's postal or email address as listed on the members register; (in the case of email addresses, so long as the email address was provided for receiving notices).
- 52.** Notices of general meetings must include proposed matters to be dealt with at that meeting.
- 53.** The Chair of a general meeting will be the President, or if the President is not in attendance, the Deputy President, or if the President and Deputy President are not in attendance, the members at the meeting can choose another Committee Member to be Chair.
- 54.** Votes may be held by a show of hands or written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member may request a vote be held again by written ballot.
- 55.** If a vote of the members is tied, the Chair of the meeting has the deciding vote.
- 56.** The Chair may adjourn the meeting if there are not enough members at the meeting (see rule 45) within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to members before the adjourned meeting (but does not have

to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).

### **Grievance disputes**

**57.** If there is a dispute between a member and another member, a member and the Association, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.

**58.** If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:

- a.** the party with a grievance must write to the Association and any other people affected, and explain what they are unhappy about
- b.** the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must give the people involved reasonable notice of the time and place of the hearing
- c.** at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
- d.** if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.

### **Disciplining members**

**59.** The Committee can discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Association.

**60.** The Committee must write to the member to tell them why disciplinary action is proposed to be taken.

**61.** The Committee must arrange a disciplinary procedure that meets these requirements:

- a.** the outcome must be determined by a unbiased decision-maker
- b.** the member must have opportunity to be heard, and
- c.** the disciplinary procedure must be completed as soon as reasonably practicable.

**62.** The outcome of a disciplinary procedure can be that the member must leave the Association, for a period of time or indefinitely. The Association cannot fine a member.

### **Funds**

**63.** The Association must not distribute funds, income or assets to members except as reasonable compensation for services provided or expenses incurred on behalf of the organisation.

**64.** The Association may derive or generate funds from annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the Committee that are consistent with furthering the Association's Purposes.

**65.** Cheques, EFT transfers or cash payments made from the Association's funds must be authorised by two members of the Committee, an office holder and one other member.

**66.** Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.

**67.** The Association does not have a common seal.

### **Alteration of rules**

**68.** These Rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting. To pass a special resolution, 75% of votes cast by members present at a meeting and eligible to vote must be in favour of the resolution. There are extra notice requirements when a special resolution is proposed.

### **Winding Up**

**69.** The members may vote to wind up the Association by voting in favour of a special resolution at a Special General Meeting called for this purpose.

**70.** If the Association is wound up, any surplus assets must not be distributed to the members or former members of the Associations, and (subject to the Act and any Court order) must be distributed to another not for profit organisation or organisations with similar aims and membership to U3A Yarra City.

Amended AGM 27/10/2020

Point 50 – Changed to allow proxies.