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

### **The Association**

1. The name of the Association is: U3A Yarra City Inc. - ABN 46364099724
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 is a senior person (generally aged 50 years and above) and 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 completing the online process available on the Association's website or by submitting a written application by mail, email, or in person at 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.** Members can renew their membership and enrol in classes for the succeeding year, towards the end of the year, at a date to be advertised by the Committee. If a member does not pay to renew their membership it becomes inactive. Members are able to renew their membership at any stage in the succeeding year.

When their membership is inactive, a member cannot attend classes or 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.

**19.** Honorary life members are nominated by the Committee and the nomination voted on at the Annual General Meeting. They are not required to pay the annual membership fee and they have the same rights and liabilities as members.

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

**20.** 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.

**21.** 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.

**22.** 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.

**23.** Members may inspect Committee meeting minutes, unless the Committee feels for reasons of confidentiality this is not appropriate.

**24.** 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).

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## The Committee

- 25.** The Association is governed by a management committee (**the Committee**) that is made up of committee members (**Committee Members**).
- 26.** 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).
- 27.** The Committee authorises all U3A activities.
- 28.** 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.
- 29.** Committee Members are elected by members of the Association at the AGM.
- 30.** 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 **Officers**)
  - f. Up to 4 Ordinary Committee Members.
- 31.** At the first Committee meeting after each AGM, the Committee will appoint Committee Members to all positions with defined responsibilities.
- 32.** The Secretary must live in Australia.
- 33.** If the Secretary stops living in Australia, that person cannot remain the Secretary.
- 34.** If the Secretary stops being the Secretary, the Committee must appoint a new Secretary and inform Consumer Affairs Victoria (CAV) of the change of secretary within 14 days.
- 35.** Each Committee Member finishes their time on the Committee (term) at the next AGM after they were appointed, but they can be elected again.
- 36.** 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.
- 37.** 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.
- 38.** 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.
- 39.** 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.

40. 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.

41. 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

42. The Secretary must give 7 days' notice of a Committee meeting to Committee Members unless the meeting is an urgent meeting.

43. The Committee may decide how often it meets.

44. 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.

45. 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.

46. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.

47. 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

48. The Association must hold an AGM within five months of the end of the Association's financial year.

49. 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.

50. The Committee or a group of at least 10% of all members may call a Special General Meeting.

51. 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.

52. Members may vote by proxy at general meetings.

53. 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).

54. Notices of general meetings must include proposed matters to be dealt with at that meeting.

55. 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.

56. 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.

57. If a vote of the members is tied, the Chair of the meeting has the deciding vote.

58. The Chair may adjourn the meeting if there are not enough members at the meeting (see rule 51) 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).

#### **Disciplinary action and Grievance procedures**

59. In determining the outcomes for Disciplinary action and/or Grievance procedures, members' rights to privacy must be respected, within the limitations set down in the Rules governing these matters.

#### **Disciplinary action**

##### **60. Grounds for taking disciplinary action**

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

##### **61. Disciplinary subcommittee**

(1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

(2) The members of the disciplinary subcommittee—

- (a) may be Committee members, members of the Association or anyone else; but
- (b) must not be biased against, or in favour of, the member concerned.

##### **62. Notice to member**

(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

- (a) stating that the Association proposes to take disciplinary action against the member; and
- (b) stating the grounds for the proposed disciplinary action; and

(c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and

(d) advising the member that he or she may do one or both of the following—

(i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

(ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

(e) setting out the member's appeal rights under rule 23.

(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

### **63. Decision of subcommittee**

(1) At the disciplinary meeting, the disciplinary subcommittee must—

(a) give the member an opportunity to be heard; and

(b) consider any written statement submitted by the member.

(2) After complying with subrule (1), the disciplinary subcommittee may—

(a) take no further action against the member; or

(b) subject to subrule (3)—

(i) reprimand the member; or

(ii) suspend the membership rights of the member for a specified period; or

(iii) expel the member from the Association.

(3) The disciplinary subcommittee may not fine the member.

(4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

### **64. Appeal rights**

(1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

(2) The notice must be in writing and given—

(a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

(b) to the Secretary not later than 48 hours after the vote.

(3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

(4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—

(a) specify the date, time and place of the meeting; and

(b) state—

(i) the name of the person against whom the disciplinary action has been taken; and

(ii) the grounds for taking that action; and

(iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

#### **65. Conduct of disciplinary appeal meeting**

(1) At a disciplinary appeal meeting—

(a) no business other than the question of the appeal may be conducted; and

(b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

(c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

(2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

(3) A member may not vote by proxy at the meeting.

(4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

#### **Grievance procedure**

##### **66. Application**

(1) The grievance procedure set out in this Division applies to disputes under these Rules between—

(a) a member and another member;

(b) a member and the Committee;

(c) a member and the Association.

(2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

##### **67. Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

##### **68. Appointment of mediator**

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 67, the parties must within 10 days—

(a) notify the Committee of the dispute; and

(b) agree to or request the appointment of a mediator; and

(c) attempt in good faith to settle the dispute by mediation.

(2) The mediator must be—

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement—

(i) if the dispute is between a member and another member—a person appointed by the Committee; or

(ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—

(a) has a personal interest in the dispute; or

(b) is biased in favour of or against any party.

#### **69. Mediation process**

(1) The mediator to the dispute, in conducting the mediation, must—

(a) give each party 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 throughout the mediation process.

(2) The mediator must not determine the dispute.

(3) The mediator must document the outcomes of the mediation process.

#### **70. Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### **Funds**

**71.** 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.

**72.** 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.

**73.** 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.

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

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



### **Alteration of rules**

**76.** 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**

**77.** 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.

**78.** 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.