



RULES OF U3A FRANKSTON INCORPORATED **Registration No. A0012933T**

AMENDED JULY 2012

1. The name of the Incorporated Association is U3A Frankston Incorporated (in these Rules called the Association).

INTERPRETATION

2. (a) In these rules, unless the contrary intention appears:
 - Committee** – means the Committee of Management of the Association.
 - Financial Year** – means the year ending on 31st December.
 - General Meeting** – means a meeting which all of the financial members of the Association are eligible to attend.
 - Member** – means a member of the Association.
 - Ordinary Member of the Committee** – means a member of the Committee who is not an officer of the Association under rule 33(a).
 - The Act** – means the Associations' Incorporation Act 1981
 - The Regulations** – means the Regulations under the Act.
- (b) In these rules a reference to the **Secretary of the Association** is a reference:
 - (i) where a person holds office under these rules as Secretary of the Association – to that person; and
 - (ii) in any other case, to the **Public Officer** of the Association.
- (c) Words of expressions contained in these rules shall be interpreted in accordance with the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

MEMBERSHIP

3. Applications for membership are required for each financial year, except for members classified under rule 6(d) and shall be on the form determined from time to time by the committee. These applications are to be accompanied by the appropriate fee determined each year by the committee.
4. The committee reserves the right to refuse an applicant membership to the association.
5. If an application for membership is refused then the fee that accompanied his or her application for membership shall be refunded to the applicant.
6. Members will be classified in one or more of the following classifications;
 - (a) Full members will be those members who pay the full annual membership fee.
 - (b) Affiliated members are those who are already full members of another U3A and for whom our Association is their secondary U3A.
 - (c) Tutors are those persons who are volunteer tutors/class leaders in the related financial year.
 - (d) Life members are those persons who have been awarded life membership, in consideration of an outstanding contribution to the association over several years, as approved by 75% of members voting at a General Meeting of the Association.

All members covered by the above classifications shall have the same rights and privileges given to fully paid financial members including full voting and participation rights, unless this is changed by the committee prior to commencement of enrolments being taken for the following financial year.

7. Upon successful application for membership, the member's name shall be entered in the register of members for that financial year.
8. The Secretary or their authorised delegate/s shall maintain a register of members either in digital or "hard copy" format in which shall be entered the member's full name and contact details as advised on that member's application for membership or subsequent change advised in writing. Access to details entered in this register shall be at the discretion of the Secretary or their authorised delegate/s and in accordance with the Association's privacy policy. For security purposes there shall be two digital copies of the register which shall be located in separate locations. One copy shall be held by the Secretary and one by the Office Manager.
9. A right, privilege or obligation of a person by reason of membership of the Association is not capable of being transferred to another person and terminates upon cessation of membership.

ANNUAL SUBSCRIPTION

10. (a) The annual subscription and the amount payable by each classification of member throughout the year, shall be determined by the Committee.
(b) The appropriate fee will be payable at the time of lodging the application for membership.
(c) Only financial members may enrol in courses and activities conducted by the Association.
(d) If an applicant is unable to enrol in any course or activity of their choice due to cancellation or the lack of a vacancy in those courses or activities, then provided they do not enrol in any other course or activity, the subscription fee paid by them will be refunded.
11. A change in the annual subscription shall have effect in the year following the calendar year in which the change was made, but the Committee shall not increase the annual subscription after the first day of October in any year.

CLASS ATTENDANCE FEES

12. Fees for attendance at classes and activities will be determined by the Committee. These attendance fees may vary between classes or activities.

ANNUAL GENERAL MEETING

13. The Association shall in each calendar year convene an Annual General Meeting of its members. This meeting must not be held more than five months after the end of the Association's financial year.
14. The annual general meeting shall be held on such day as the Committee determines and shall be specified as such in the notice convening it.
15. 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 principal transactions of the Association during the last preceding financial year;
 - (c) to elect officers of the Association and ordinary members of the Committee;

- (d) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act; and
 - (e) to appoint an auditor to certify the accounts of the Association for the following end of financial year.
16. In addition to its ordinary business, the annual general meeting may transact special business of which notice has been given in accordance with these rules.
 17. The annual general meeting shall be in addition to any other general meeting that may be held in the same year. That is to say, a special general meeting may not be allowed to serve in place of the annual general meeting.
 18. All general meetings other than the annual general meeting shall be called special general meetings.

SPECIAL GENERAL MEETING

19. The Committee may on any appropriate occasion convene a special general meeting of the Association and shall, where it is evident that more than fifteen months will elapse between annual general meetings, convene a special general meeting before the expiry of that period.
20. On receipt of a requisition in writing by members of the Association, the Committee shall convene a special general meeting provided that:
 - (a) the members making the requisition constitute not less than five per cent of the total membership of the Association;
 - (b) the requisition is signed by the members making it;
 - (c) the requisition states the object of the special general meeting;
 - (d) the requisition is addressed to the Secretary of the Association;
 - (e) any documents accompanying the requisition are signed by one or more of the members making the requisition.
21. If the Committee does not cause a special general meeting to be held within the month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
22. A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

NOTICE OF GENERAL MEETING

23. The Secretary of the Association shall, at least fourteen days before the date fixed for holding a general meeting of the Association, give notice in accordance with clause 47 to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
24. A member desiring to bring any business before a general meeting may give notice of that business in writing to the Secretary who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDINGS AT GENERAL MEETINGS

25. No business shall be transacted at a general meeting other than that set out in the notice convening it; and where a general meeting is adjourned, no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.

26. (a) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- (b) A member shall be entitled to vote at a general meeting if all moneys due and payable to the Association by the member have been paid.
- (c) Ten members personally present who are entitled to vote under these rules, and who are not Committee members retiring or nominated, shall constitute a quorum for the transaction of business at a general meeting.
- (d) No item of business shall be transacted at a general meeting unless a quorum is present during the time when the meeting is considering that item.
- (e) The President, or in the President's absence, the Vice-President, shall preside as chairperson at a general meeting of the Association but if the President and Vice-President are both absent, the members attending shall elect one of their number to preside as chairperson at the meeting.
- (f) The chairperson 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 from place to place.
- (g) If, after the lapse of forty-five minutes from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of the members, shall be dissolved and in any other case shall be adjourned by the chairperson to a time and place, announced by the chairperson at the time of the adjournment, or notified to members by timely written notice, and if at the adjourned meeting a quorum is not present after forty-five minutes from the commencement of the time, the members present at the discretion of the chairperson shall be a quorum.
- (h) Where a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given in the same form as was the case for the meeting at which the adjournment took place; but, except as provided in sub-rule 27(g) it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
27. (a) Upon any question arising at a general meeting of the Association a member has one vote only. All votes shall be made personally or by proxy, but in the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (b) If at a meeting a secret ballot is demanded by not fewer than three members, it shall be taken at that meeting in such manner as the chairperson may direct and the resolution of the ballot shall be deemed to be a resolution of the meeting on that question.
- (c) A secret ballot that is demanded on the election of a chairperson, or the question of an adjournment, shall take place forthwith and a ballot that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.
- (d) Each member of the Association is entitled to appoint another member of the Association as a proxy by notice given to the Secretary no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy shall be on the form available from the Secretary.

SPECIAL RESOLUTIONS

28. A change in the name of the Association, or an alteration of its purposes or rules, are among the matters which the Act provides will proceed by Special Resolution. A special resolution may be put only to a general meeting expressly convened for the purpose and must be passed, to be effective, by a majority of three-fourths of the members of the Association who are entitled to vote at a general meeting and who do so in person or by proxy.
29. A notice stating the nature of the resolution proposed and specifying the intention to propose the resolution as a special resolution must be communicated to the members of the Association so as to afford them twenty-one clear days notice of the meeting at which the special resolution is to be submitted to them.
30. At any meeting at which a special resolution is submitted, a declaration by the chairperson that the resolution has been carried shall be conclusive evidence of the fact unless a secret ballot is demanded by not fewer than three members attending.

COMMITTEE OF MANAGEMENT

31. The affairs of the Association shall be managed by a Committee of Management constituted as provided in these rules.
32. The Committee :
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules, the Regulations and the Act, to be exercised by general meetings of the members of the Association; and
 - (c) subject to these rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
33.
 - (a) The officers of the Association shall be the President, the Vice-President, the Treasurer and the Secretary.
 - (b) Each officer of the Association shall hold office for the term expiring at the annual general meeting next after the date of his/her election but subject to the provision set down in rule 33(c) is eligible for re-election.
 - (c) The President of the Association may not hold office for more than three consecutive terms.
 - (d) In the event of a casual vacancy in any office referred to in sub-rule 34(a), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to the conclusion of the annual general meeting next following the date of appointment.
34.
 - (a) The Committee shall consist of :
 - (i) the officers of the Association; and
 - (ii) A minimum of six and a maximum of ten ordinary members, the number of which to be decided by the Committeeeach of whom shall be elected at the annual general meeting of the Association in each year.
 - (b) The position of Office Manager or any other position which the Committee deems proper to establish from time to time, will be elected by the Committee from the officers of the Association or from the ordinary members of the Committee.

- (c) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office until the annual general meeting next following the date of his/her appointment.
- (d) Members elected to the Committee who are not members of the existing Committee shall be eligible to attend, as observers, all committee meetings prior to their taking office.
- (e) The office of an officer of the Association or of an ordinary member of the Committee will become vacant if the officer or member:
 - (i) ceases to be a member of the Association;
 - (ii) becomes an insolvent under administration;
 - (iii) resigns from office by notice in writing given to the Secretary; or
 - (iv) is removed from office by resolution of a general meeting of the Association.

ELECTION OF OFFICE BEARERS

- 35. Nominations of candidates for election as officers of the Association or ordinary members of the Committee shall be made in writing, signed by two members of the Association and accompanied by the written consent of the nominee, and shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the Annual General Meeting.
- 36. **If nominations received:**
 - (a) **are insufficient** to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and the remaining vacancies shall be filled, either from nominations called for at the general meeting or, subsequently, by the Committee at its discretion;
 - (b) **are equal to the number of vacancies** to be filled, the persons nominated shall be deemed to be elected;
 - (c) **exceed the total vacancies** to be filled, a ballot shall be conducted.
- 37. A ballot for the election of officers of the Association and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- 38. A member contesting a ballot for election as an officer of the Association shall, if defeated, be eligible for election, at the same meeting, as an ordinary member of the Committee.

PROCEEDINGS OF THE COMMITTEE

- 39. (a) The Committee shall meet at least six times in each year at such place and such times as the Committee may determine.
- (b) Notice of each committee meeting shall be served on each member of the Committee at least two business days before the date of the meeting.
- (c) Special meetings of the Committee may be convened by the President. Notice shall be given to members of the Committee of any special meeting specifying the nature of the business to be transacted and no other business shall be transacted at that meeting.
- (d) Any five members of the Committee shall constitute a quorum for the transaction of the business of a meeting of the Committee.

- (e) No business shall be transacted by the Committee unless a quorum is present; if within thirty minutes of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, but the adjournment may be shorter at the discretion of the President if the agenda for the meeting contains urgent matter. If a special meeting of the Committee lacks a quorum after thirty minutes, it will lapse.
- (f) The President shall preside at committee meetings; in the President's absence, the Vice-President shall preside; if both members are absent, one of the remaining members of the Committee as may be chosen by the present members shall preside.
- (g) The Committee shall be empowered to appoint subordinate committees for special or advisory purposes; such committees shall exercise a specific delegated authority and shall report to the Committee; they may include persons who are not members of the Association. The Committee shall also be empowered to co-opt members as deemed necessary by the Committee.
- (h) Questions arising at a meeting of the Committee, or of any sub-committee appointed by the Committee, shall be determined by a show of hands or, if demanded by a member, by a secret ballot.
- (i) Each member present at a meeting of the Committee, or of any sub-committee appointed by the Committee, is entitled to one vote but in the event of an equality of votes of any question, the person presiding may exercise a second or casting vote.
- (j) Notwithstanding any vacancy on the Committee, it may transact all business before it, providing a quorum is present.
- (k) At each committee meeting, the minutes recording business transacted at the last preceding committee meeting will be tabled and after making any corrections as are found to be necessary, they shall be confirmed as a true record.
- (l) At each committee meeting, the Treasurer or their delegate shall table a statement of receipts and expenditure for the period since the last report tabled any preceding committee meeting. The expenditure report shall detail each payment made during that period and shall seek ratification of any expenditure that did not have the Committee's prior approval.
- (m) At each committee meeting, the Secretary shall table the correspondence received and despatched since the last preceding committee meeting, and any proposed response to inward correspondence involving financial outlay or Association policy shall require the Committee's approval.

THE SECRETARY

- 40. **The Secretary** of the Association shall keep minutes of the resolution and proceedings of each general meeting and each committee meeting in bound books provided for that purpose together with a record of the names of persons present at committee meetings.
- 41. **The Secretary** shall be responsible for providing administrative support for all general and committee meetings.

FINANCIAL ADMINISTRATION

- 42. The **Treasurer** of the Association:
 - (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

43. The assets and income of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the Association except as a bona fide remuneration for services rendered or expenses incurred on behalf of the Association.
44. Before paying any amount over \$2,000, the Treasurer should seek prior approval by the Committee however, acceptance of the Treasurer's report submitted under rule 39(I) shall be deemed to be approval of those expenses by the Committee.
45. Payments of expenses through the banking system and other methods are to be arranged as follows:
 - (a) All cheques and other negotiable instruments should be signed by any two of the five people comprising the four Officers of the Association and the Office Manager.
 - (b) Internet banking, for example, direct debits, or other electronic alternatives, can only be arranged after specific approval by the Committee and must be authorised by two cheque signatories as designated under 45(a).
 - (c) Credit and/or debit cards in the name of the Association, if they are deemed necessary by the Committee, can only be arranged after specific approval by the Committee and must be authorised by the Treasurer and one other Officer of the Association. Individual users of these facilities are to be limited to the President, Secretary, Treasurer and Office Manager of the Association, or their nominated representative, who are personally responsible for the security of their identification and passwords.
 - (d) Other forms of non-cash methods of payment must be approved by the Committee.
 - (e) Thirty day credit accounts in the name of the Association and the persons authorised to operate on such accounts, must be approved by the Committee.

COMMON SEAL

46. The Common Seal of the Association shall be kept in the custody of the Secretary. 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 by the signatures of two Officers of the Association.

NOTICES

47. **Notice to members** - means any notice to be given to a member, by or on behalf of the Association and may be given by:
 - (i) delivering the notice to the member personally; or
 - (ii) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
 - (iii) facsimile transmission to that member's facsimile address if shown in the register of members; or
 - (iv) Email or other electronic transmission, to that member's related contact address if shown in the register of members; or
 - (v) Any other form of communication which may be developed in the future and which the Committee deem to be reliable.

GRIEVANCE PROCEDURE

48. (a) The grievance procedure set out in this rule applies to disputes under these Rules between one member and another or a member and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.

- (c) 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 ten days, hold a meeting in the presence of a mediator.
- (d) The mediator must be a person chosen by agreement between the parties or in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person chosen by the Committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a member of the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) A member of the Association can be a mediator.
- (f) The mediator cannot be a member who is party to the dispute.
- (g) If the parties are unable to resolve a dispute between one member and another after a meeting which involves a mediator, then the mediator is requested to make a report to the committee, which if they see fit, may then pass a resolution as authorised by Rule 50.

Note: This rule provides for resolution of a dispute by the Committee. Section 14A of the Act provides for another procedure whereby application may be made to a Magistrate's Court for an order declaring and enforcing rights or obligations of members between themselves, or of the Association and a member between themselves. The Court may refuse to make an order, or may make an order for costs, if the Court is of the opinion that the application is unreasonable or the issue trivial.

REMOVAL OF A MEMBER OF COMMITTEE

49. The Association in general meeting may by resolution remove any member of the Committee before the expiration of the member's term of office, and appoint another member in his or her stead to hold office until the expiration of the term of the first mentioned member.

RESOLUTION TO ACT AGAINST A MEMBER

50. If the Committee concludes that a member has refused or neglected to comply with these rules or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Committee may by resolution:

- (a) expel the member from the Association;
- (b) suspend the member from membership of the Association for a specified period; or
- (c) expel or suspend a member from a specific class.

51. A member subject to the resolution referred to in rule 49 shall be given written notice of the resolution as soon as practicable and advised that in respect of a meeting of the Committee to be held not less than twenty-eight (28) days from the date of the notice, he or she may do one or more of the following:

- (a) attend the meeting and speak in his or her defence;
- (b) submit to the Committee a written statement seeking revocation of the resolution;
- (c) lodge with the Secretary a written notice of his or her desire to appeal to the Association in general meeting against the resolution.

52. If the Committee, after hearing the member and/or considering the member's written submission, confirms the resolution and if the Secretary has received notice of the member's wish to appeal to the Association in general meeting, the Committee shall convene a general meeting of the Association to be held within twenty-one (21) days of the Secretary's receipt of the notice.

53. At the general meeting convened in accordance with rule 52, the Committee shall put its case, the member shall be afforded an opportunity to be heard and those present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked. If two-thirds of the members present vote in favour of the resolution, it shall be confirmed; in any other case the resolution is revoked.

RESIGNATION OF MEMBER

54. A member of the Association who has paid all moneys due and payable to the Association by the member may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign and, upon expiration of that period of notice, the member ceases to be a member and the Secretary shall make an entry in the register of members recording the date of the member's resignation.

FUNDS

55. The funds of the Association shall be derived from annual subscriptions, fees, donations, grants, bequests and such other sources at the Committee may approve.
56. In the event of the winding up or cancellation of the incorporation of U3A Frankston Inc., any remainder of its assets, after the discharge of all its just debts and other legal and moral obligations, shall not be distributed to its members but shall be distributed to benefit U3A or like organisation that has similar restrictions on the distribution of assets to its members.

CUSTODY OF RECORDS

57. Except as otherwise provided in these rules, the Secretary shall keep in his or her custody, or under his or her control, all books, documents and securities of the Association. All such books, documents and securities and all accounts of the Association shall be available for inspection by any member of the Association upon request. The exception to this rule will be the register of members which will only be available as stated in Rule 8.

HONOURING OF MEMBERS

58. The Committee shall have power to recommend to the Association at a general meeting that honorary or life membership of the Association be conferred on a member who has given meritorious service to the Association; or recommend to U3A Network – Victoria for a Distinguished Service Award; or recommend that a member's outstanding service to the Association be brought to the notice of the Order of Australia Council with a recommendation that the member be admitted to an award in that Order. At the general meeting, the Committee's recommendation shall be subject to approval, or rejection, by a ballot. Approval shall be by a three-fourths majority of votes cast.

RESPONSIBILITY OF A COMMITTEE

59. It shall be the responsibility of each member of the Committee of the Association to be acquainted with these rules, the Act and any Policy of the Association.
60. A copy of these rules shall be made available at any reasonable time for inspection by a member at the request of that member.

ALTERATIONS OF RULES AND STATEMENT OF PURPOSE

61. These Rules and the Statement of Purpose of the Association shall not be altered except in accordance with the Act.